

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Animoca Brands Corporation Limited

ACN/ARSN 29 122 921 813

**1. Details of substantial holder (1)**

Name Paul John Pheby

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

10 August 2017

The previous notice was given to the company on

03 March 2017

The previous notice was dated

03 March 2017

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	22,178,892	5.68%	35,621,568	9.12%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10 August 2017	Paul John Pheby & Keiko Pheby	Ordinary purchase of shares on market	AUD\$0.011	Ordinary Shares; 4,000,000 shares Ordinary Shares 2,000,000 shares Ordinary shares 960,000 shares	6,960,000
9 August 2017		Ordinary purchase of shares on market	AUD\$0.01		
27 February 2017		Right exercises	AUD\$0.03		
8 August 2017	Paul John Pheby	Ordinary purchase of shares on market	AUD\$0.01	Ordinary Shares 5,254,714 shares Ordinary Shares 500,000 shares	5,754,714
		Ordinary purchase of shares on market	AUD\$0.0091		
31 March 2017	Everyday Holdings Limited.	Converted Shares	NIL	Ordinary Shares 727,962 shares	727,962

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (5)	Class and number of securities	Person's votes
Paul John Pheby	HSBC Broking Securities (Asia) Limited (HK)	Paul John Pheby	Registered holder	Ordinary Shares; 19,954,162 shares	5.11%
Paul John Pheby	HSBC Broking Securities (Asia) Limited (HK)	Paul John Pheby & Keiko Pheby	Ultimate Beneficial owner	Ordinary Shares 8,160,000 shares	2.09%
Paul John Pheby	HSBC Broking Securities (Asia) Limited (HK)	Everyday Holdings Limited	Ultimate Beneficial owner & director	Ordinary Shares 5,731,445 shares	1.47%
Paul John Pheby	HSBC Broking Securities (Asia) Limited (HK)	Westbourne Associated Limited	Ultimate Beneficial owner & director	Ordinary Shares 1,775,961 shares	0.45%

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Paul John Pheby	39B, The Hudson, 11 Davis Street, Kennedy Town, Hong Kong
Paul John Pheby & Keiko Pheby	39B, The Hudson, 11 Davis Street, Kennedy Town, Hong Kong
Everyday Holding Limited	39B, The Hudson, 11 Davis Street, Kennedy Town, Hong Kong
Westbourne Associates Limited	39B, The Hudson, 11 Davis Street, Kennedy Town, Hong Kong

#### Signature

print name PAUL JOHN PHEBY capacity Director

sign here

*Paul Pheby*

date 10 /08/2017

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (3) See the definition of 'relevant interest' in sections 808 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 871B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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