



26 November 2024

Dear Shareholders

On behalf of your Board, I am pleased to invite you to attend a General Meeting of Animoca Brands Corporation Limited (“**Animoca**”) which will take place on 23 December 2024 at 11.00 am (ADST) at the Melbourne office of Automic, Suite 5, Level 12, 530 Collins Street Melbourne.

Hybrid General Meeting

The AGM meeting will be a hybrid meeting and Shareholders will be able to participate in the AGM via a live webcast and an online platform to enable shareholders to vote and to ask questions. How to access the meeting documents and lodge your proxy online as well as related information and guidance (including a Hybrid General Meeting guide) is set out on this page.

Shareholders can cast a direct vote on a resolution during the General Meeting via the same online platform provided by Automic Group, the share registrar for the Company. You will be able to ask questions during the General Meeting via this online platform.

The board of directors of the Company encourage shareholders to participate in the meeting via the online platform or to lodge your proxies ahead of the meeting.

The Company will only be mailing hard copy documents by post to those Shareholders who have elected to receive hard copy documents. If you have not elected to receive hard copy documents but wish to obtain a hard copy of the Proxy Form and Notice of Meeting, please contact us on *1300 288 664 number* (within Australia) or *+61 2 9698 5414* (outside Australia).

Voting and attending the meeting online

If you choose to participate online on the day of the General Meeting you will be able to view a live web cast of the General Meeting, ask the Directors questions online and submit your vote in real time.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the Meeting online (Registration will open 30 minutes prior to the meeting):

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click “register” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the Meeting online.
3. After logging in, a banner will be displayed at the bottom of your screen.
4. Click on “Register” and follow the steps.
5. Click on https://us02web.zoom.us/webinar/register/WN_8ISAIJ-AT-OjVG27Jd64cg to join the webcast where you can view and listen to the Meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen.
7. Select your voting direction and click “save” to submit your vote. Note that you cannot amend your vote after it has been submitted.

Voting by proxy

A Proxy Form is attached to this Notice of Meeting.

This is to be used by Shareholders if they wish to appoint a representative to vote in their place. Subject to any restrictions that might be imposed as a result of the COVID-19 pandemic, all Shareholders are invited to attend the Meeting or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details regarding the appointment of proxies and lodgement of Proxy Forms.

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at one of the addresses given below no later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid.

By online voting: <https://investor.automic.com.au/#/loginsah>

By email: meetings@automicgroup.com.au

By fax: +61 2 8583 3040

By post: Automic
GPO Box 5193
Sydney NSW 2001

If a Shareholder appoints the Chair as his or her proxy or the Chair is appointed as the Shareholder's proxy by default and the Shareholder does not direct the Chairman as to how to vote, then the Proxy Form provides that the Animoca Brands Corporation Limited Shareholder expressly authorises the Chair (who is a member of the Key Management Personnel) to exercise the proxy in respect of the relevant item of business, even where the Resolution in respect of an item of business is directly or indirectly connected to the remuneration of one or more members of the Key Management Personnel or is a resolution in respect of which the Chair has a material personal interest.

Yours faithfully



JM Madden
Company Secretary

26 November 2024



Animoca Brands Corporation Limited
ACN 122 921 813

Notice of Meeting

Notice is given that the Meeting will take place as a hybrid meeting online:

Time: 11.00 am (ADST)

Date: Monday, 23 December 2024

Register: Registration will open 30 minutes prior to the meeting at 10:30 am (ADST)

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click "register" if you have not already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the Meeting online.
3. After logging in, a banner will be displayed at the bottom of your screen.
4. Click on "Register" and follow the steps.
5. Click on https://us02web.zoom.us/webinar/register/WN_8ISAIJ-AT-OjVG27Jd64cg to join the webcast where you can view and listen to the Meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
7. Select your voting direction and click "save" to submit your vote. Note that you cannot amend your vote after it has been submitted.

Important

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders.

We will only be mailing hard copy documents by post to those Shareholders who have elected to receive hard copy documents. If you have not elected to receive hard copy documents but wish to obtain a hard copy of the Proxy Form and Notice of Meeting, please contact on 1300 288 664 number (within Australia) or +61 2 9698 5414 (outside Australia).

Business of the Meeting

Agenda

1.0 Resolution 1 – Removal of auditor

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

“That the removal of DFK Collins as the current auditor of the Company effective from the date of the Meeting is approved under and for the purposes of section 329(1) of the Corporations Act and for all other purposes.”

2.0 Resolution 2 – Appointment of auditor

To consider and, if thought fit, to pass, the following resolution as a **special resolution**:

“That, subject to Resolution 1 being passed, the appointment of Hall Chadwick (NSW) being qualified and having been nominated and consented in writing to act in the capacity of auditor of the Company, as auditor of the Company effective from the date of the Meeting is approved under and for the purposes of section 327D of the Corporations Act and for all other purposes and the Directors are authorised to agree the remuneration.”

3.0 Resolution 3 – Re-election of Christopher Whiteman

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

“That, for the purpose of clause 47(a) of the Constitution and for all other purposes, Christopher Whiteman, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4.0 Resolution 4 – Approval of the Issue of Shares to Mr Yat Siu in lieu of services as the Executive Chairman and Managing Director

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

“That, the Company issue 17,083 Shares to Mr Yat Siu (or his nominees) in lieu of services for the period 1 January 2024 to 31 December 2024, on the terms set out in the accompanying Explanatory Memorandum.”

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Voting Exclusion Statement: A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5.0 Resolution 5 – Approval of the Issue of Shares to Mr David Brickler in lieu of services as a Non-Executive Director

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

“That, the Company issue 17,083 Shares to Mr David Brickler (or her nominees) in lieu of services for the period 1 January 2024 to 31 December 2024 on the terms set out in the accompanying Explanatory Memorandum.”

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Voting Exclusion Statement: A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6.0 Resolution 6 – Approval of the Issue of Shares to Mr Christopher Whiteman in lieu of services as a Non-Executive Director

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

“That, the Company issue 17,083 Shares to Mr Christopher Whiteman (or his nominees) in lieu of services for the period 1 January 2024 to 31 December 2024, on the terms set out in the accompanying Explanatory Memorandum.”

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Voting Exclusion Statement: A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 26 November 2024

By order of the Board



JM Madden

Company Secretary

How to vote

Shareholders may vote by:

- Attending the meeting in person or by attorney and voting;
- attending the online meeting in person or by attorney and by direct voting during the meeting;
- by proxy (see below); or
- by corporate representative in the case of corporate shareholders (see below).

All Resolutions will be decided by poll.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Shareholders can also appoint their proxies online via <https://investor.automic.com.au/#/loginsah>

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Direct voting at the meeting

As this Meeting is being held as a Hybrid, votes may be cast directly by Shareholders during the live meeting. Shareholders who cast a vote by proxy on a resolution before the Meeting will still be entitled to lodge a direct vote on that resolution online during the live meeting, with the later vote overriding the earlier vote.

Corporate representatives

A member that is a body corporate may appoint an individual to act as its representative at the meeting. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all or any of the powers that the body corporate could exercise at the meeting or in voting on a resolution.

Appointments may be lodged in advance of the meeting at the Company's registered office or share registry (details on the voting form).

Should you wish to discuss the matters in this Notice of Meeting please contact the Company by telephone on +61 400 887 001.

Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Resolution 1 and 2 – change of the Company auditor

1.1 Resolution 1 – Removal of auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given. It should be noted under section 329(1A) of the Corporations Act, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company hereby provides the Notice of Intention to remove DFK Collins as the Company's auditor to Shareholders at Annexure 1 to this Notice and seeks Shareholder approval to remove the auditor even though the Meeting will be held less than 2 months after the Notice of Intention is given.

DFK Collins is entitled to make representations under section 329(3) of the Corporations Act within 7 days of receipt of the Notice of Intention in writing and to have its representations sent to members prior to the Meeting.

If Resolution 1 is passed, the removal of DFK Collins as the Company's auditor will take effect at the close of the Meeting. If Resolution 1 is not passed, DFK Collins will remain as the Company's auditor.

1.2 Resolution 2 – Appointment of auditor

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed replacement auditor and to each person entitled to receive a notice of meeting.

If DFK Collins is removed under Resolution 1, the Directors proposes that Hall Chadwick (NSW) be appointed as the Company's Group Auditor. The Notice of Nomination nominating Hall Chadwick (NSW) as the Company's Group Auditor is provided to Shareholders as Annexure 2 to this Notice.

Further, section 328A of the Corporations Act provides that a company must not appoint an auditor unless the auditor has first consented to act as auditor and has not withdrawn that consent before the appointment is made.

Hall Chadwick (NSW) has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act, subject to Resolution 2 being approved by Shareholders at the Meeting. As at the date of this Notice, Hall Chadwick (NSW) has not withdrawn that consent.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

The Company has been in discussion with Hall Chadwick (NSW) and has agreed an appropriate timetable for the completion of all outstanding compliance obligations that would be pursued aggressively following approval of its appointment by shareholders. As an international affiliate of Prime Global, Hall Chadwick (NSW) is able to perform audit work for the Company in multiple jurisdictions

If Resolution 1 is passed and Resolution 2 is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this Meeting. At that meeting, Hall Chadwick (NSW) can be appointed by an ordinary resolution provided that the Company receives a notice of nomination of Hall Chadwick (NSW) from a member of the Company at least 14 days before the date of the adjourned meeting.

If Resolutions 1 and 2 are passed, the appointment of Hall Chadwick (NSW) as the Company's auditor will take effect at the close of this Meeting.

1.3 Board recommendation

The Board recommends Shareholders vote in favour of each of Resolution 1 and Resolution 2. The Board does not believe that the audit quality will be diminished as a result of changing auditors.

2. Resolution 3 – Re-election of Christopher Whiteman

2.1 General

Clause 47(a) of the Constitution provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which directors are to retire by rotation at an annual general meeting.

Mr Christopher Whiteman, who has served as a Non-Executive Director of the Company since 2018 and retires by rotation and seeks re-election.

2.2 Qualifications and other directorships

Mr Whiteman holds a Bachelor of Economics from the University of Adelaide and a Graduate Diploma in Applied Finance and Investment from FINSIA. Mr Whiteman has also completed the Chartered Financial Analyst Level 1 qualification from the CFA Institute.

Mr Whiteman is a non-executive and advisor to a number of Australian entities across the investment management, gaming and resources sectors. In these roles Mr Whiteman performs a variety of functions including corporate and commercial negotiations, strategy, investor and public relations, transaction origination, equity capital and project management. Prior to his advisory roles, Mr Whiteman held senior corporate and commercial positions with Taylor Collison Limited, Santos Limited, Beach Energy Limited, and TXU Australia Limited. Mr Whiteman has considerable experience in the Australian securities market as well as international exposure through various assignments in London, Hong Kong and Shanghai.

Mr Whiteman is a non-executive director of iCandy Interactive Limited.

2.3 Independence

If elected, the Board considers Mr Whiteman will be a Non-Executive Director.

2.4 Board recommendation

The Board (other than Mr Whiteman) supports the re-election of Mr Whiteman and recommends that Shareholders vote in favour of Resolution 3.

3.0 Resolution 4 – Approval of the Issue of Shares to Mr Yat Siu in lieu of services as the Executive Chairman and Managing Director

3.1 General

At the 2021 annual general meeting, Shareholders were informed that non-executive directors of the Company agreed, in part, for their annual emoluments to be settled by way of cash remuneration and, in part, by way of the issue of Shares. Further, Mr Siu agreed to receive the same remuneration as non-executive directors on a forward basis.

The apportionment of remuneration between cash and shares came into effect on 1 January 2023.

Mr Siu is entitled to US\$150,000 in total remuneration on an annual basis with effect from 1 January 2023.

Mr Siu agreed to receive 30% of his remuneration for the period 1 January 2024 to 31 December 2024 by way of the issue of Shares.

The number of Shares due to be issued to Mr Siu for the above-mentioned period is 17,083 at a share price of A\$4.50 (the total value of the shares is A\$76,875 (using a USD/AUD exchange rate of 0.6504) for the above-mentioned period).

3.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 3.3.

3.3 Details of issuing Shares to Mr Siu

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Shares to Mr Siu:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is Mr Siu or his nominee;
- (b) the number of Shares proposed to be issued is 17,083 at an average price of A\$4.50 per Share for the period 1 January 2024 to 31 December 2024, represents a minimal percentage of the expanded issued Share capital on an undiluted basis after the issuance of Shares with the total financial benefit being A\$76,875

(The share price used to determine the number of shares to be issued to Mr Siu reflects the current share price for the issue of shares to third parties.

- (c) the nature of the financial benefit to be given is the issuing of the Shares at an issue price of A\$4.50 per share, being an issue price that is less than the prevailing market price (based on the price of Shares at the date of this Notice);
- (d) Securities held by Mr Siu

As at the date of this Notice, Mr Siu holds 80,884,548 Shares in the Company and the following table sets out the hold of Mr Brickler if this Resolution 4 is approved.

Participating Director	Number of Existing Shares	Number of Shares to be issued	Total Shareholding	% of issued capital (on an expanded capital basis)
Yat Siu and related parties	80,884,548	17,083	80,901,631	4.2%

The number of Shares on issue as at the date of this Notice of Meeting are 1,937,907,018 Shares.

- (e) Remuneration of Mr Siu

The total remuneration due to Mr Siu to be paid by way of the issue of shares is as follows:

	Salaried and Fees Outstanding	Superannuation	Value of performance rights	Total
Yat Siu	A\$76,875	Nil	A\$130,759,077	A\$130,835,952

Mr Siu was awarded by shareholders, on 21 December 2021, 89,364,270 performance rights over ordinary shares with these performance rights valued at A\$130,759,077 using a binomial distribution. Since that date, Mr Siu has achieved the first two milestones set out in the terms and conditions of the award of the performance rights. The board of directors acknowledged the achievement of the milestones on 22 December 2022; however, the board of directors and Mr Siu agreed to defer the conversion in a mutually agreed timeframe. The number of performance rights converted into ordinary shares on a one-for-one basis is 57,448,460 with a fair value of A\$92,779,263.

3.4 Board recommendation

Mr Siu does not wish to make a recommendation to Shareholders in respect of Resolution 4 because he has a material personal interest in the outcome of the Resolution 4.

The remaining Directors recommend approval of Resolution 4.

4.0 Resolution 5 – Approval of the Issue of Shares to Mr David Brickler in lieu of services as a Non-Executive Director

4.1 General

At the 2021 annual general meeting, Shareholders were informed that non-executive directors of the Company agreed, in part, for their annual emoluments to be settled by way of cash remuneration and, in part, by way of the issue of Shares.

The apportionment of remuneration between cash and shares came into effect on 1 January 2023.

Mr Brickler is entitled to US\$150,000 in total remuneration on an annual basis with effect from 1 January 2023.

Mr Brickler agreed to receive 30% of his remuneration for the period 1 January 2024 to 31 December 2024 by way of the issue of Shares.

The number of Shares due to be issued to Mr Brickler for the above-mentioned period is 17,083 at a share price of A\$4.50 (the total value of the shares is A\$76,875 (using a USD/AUD exchange rate of 0.6504) for the above-mentioned period).

4.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.3.

4.3 Details of issuing Shares to Mr Brickler

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Shares to Mr Brickler:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is Mr Brickler, or her nominee;
- (b) the number of Shares proposed to be issued is 17,083 at an average price of A\$4.50 per Share for the period 1 January 2024 to 31 December 2024, represents a minimal percentage of the expanded issued Share capital on an undiluted basis after the issuance of Shares with the total financial benefit being A\$76,875;
- (c) the nature of the financial benefit to be given is the issuing of the Shares at an issue price of A\$4.50 per Share, being an issue price that is less than the prevailing market price (based on the price of Shares at the date of this Notice);
- (d) Securities held by Mr Brickler

As at the date of this Notice, Mr Brickler holds 550,551 Shares in the Company and the following table sets out the hold of Mr Brickler if this Resolution 5 is approved.

Participating Director	Number of Existing Shares	Number of Shares to be issued	Total Shareholding	% of issued capital (on an expanded capital basis)
David Brickler	550,551	17,083	567,634	0.03%

The number of Shares on issue as at the date of this Notice of Meeting are 1,937,807,018 Shares.

(e) **Remuneration of Mr Brickler**

The total remuneration due to Mr Brickler to be paid by way of the issue of shares is as follows:

	Salaried and Fees Outstanding	Superannuation	Value of options granted	Total
David Brickler	A\$76,875	Nil	Nil	A\$76,875

4.4 Board recommendation

Mr Brickler does not wish to make a recommendation to Shareholders in respect of Resolution 5 because he has a material personal interest in the outcome of the Resolution 5.

The remaining Directors recommend approval of Resolution 5.

5.0 Resolution 6 – Approval of the Issue of Shares to Mr Christopher Whiteman in lieu of services as a Non-Executive Director

5.1 General

At the 2021 annual general meeting, Shareholders were informed that non-executive directors of the Company agreed, in part, for their annual emoluments to be settled by way of cash remuneration and, in part, by way of the issue of Shares.

The apportionment of remuneration between cash and shares came into effect on 1 January 2023.

Mr Whiteman is entitled to US\$150,000 in total remuneration on an annual basis with effect from 1 January 2023.

Mr Whiteman agreed to receive 30% of his remuneration for the period 1 January 2024 to 31 December 2024 by way of the issue of Shares.

The number of Shares due to be issued to Mr Brickler for the above-mentioned period is 17,083 at a share price of A\$4.50 (the total value of the shares is A\$76,875 (using a USD/AUD exchange rate of 0.6504) for the above-mentioned period).

5.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.3.

5.3 Details of issuing Shares to Mr Whiteman

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Shares to Mr Whiteman:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is Mr Whiteman, or his nominee;
- (b) the number of Shares proposed to be issued is 17,083 at A\$4.50 per Share, represents a minimal percentage of the expanded issued Share capital on an undiluted basis after the issuance of Shares with the total financial benefit being A\$76,875;
- (c) the nature of the financial benefit to be given is the issuing of the Shares at an issue price of A\$4.50 per Share, being an issue price that is less than the prevailing market price (based on the price of Shares at the date of this Notice);
- (d) Securities held by Mr Whiteman

As at the date of this Notice, Mr Whiteman holds 1,132,952 Shares in the Company and the following table sets out the hold of Mr Whiteman if this Resolution 6 is approved

Participating Director	Number of Existing Shares	Number of Shares to be issued	Total Shareholding	% of issued capital (on an expanded capital basis)
Christopher Whiteman	1,132,952	17,083	1,150,035	0.06%

The number of Shares on issue as at the date of this Notice of Meeting are 1,937,807,018 Shares.

- (ii) Remuneration of Mr Whiteman

The total remuneration due to Mr Whiteman to be paid by way of the issue of Shares is as follows:

	Salaried and Fees Outstanding	Superannuation	Value of options granted	Total
Christopher Whiteman	A\$76,875	Nil	Nil	A\$76,875

5.4 Board recommendation

Mr Whiteman does not wish to make a recommendation to Shareholders in respect of Resolution 6 because he has a material personal interest in the outcome of the Resolution 6.

The remaining Directors recommend approval of Resolution 6.

Glossary

In this Notice of Meeting and the Explanatory Statements, the following terms have the following meaning unless the context or subject matter otherwise requires:

A\$ means Australian dollars.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Animoca Brands Corporation Limited (ACN 122 921 813).

Constitution means the Company's constitution, dated 29 May 2017.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means all the Group Companies.

Meeting means the meeting convened by the Notice.

Non-Executive Director means a Director who is not an employee of the Company or of any related body corporate of the Company.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Notice of Intention means the notice received by the Company to remove DFK Collins as auditor of the Company, a copy of which is included in Annexure 1 to this Notice.

Notice of Nomination means the notice received by the Company to nominate Hall Chadwick (NSW) as Group Auditor of the Company, a copy of which is included in Annexure 2 to this Notice.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Rules means the Plan Rules.

Sanrio means Sanrio Digital Corporation.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

US\$ means United States of America dollars.

Annexure 1
Notice of Intention to Remove Auditor

26 November 2024

Mr JM Madden
Company Secretary
Animoca Brands Corporation Limited ("**Company**")
211 McIlwraith Street
Princes Hill Victoria 3054

Dear Sirs

We Yat Siu and Christopher Whiteman, being directors of the Company, hereby give this notice and request that the Company convene a general meeting after the service of this notice, to consider and, if thought fit, pass the resolution that DFK Collins be removed as auditor of the Company, pursuant to section 329(1) of the *Corporations Act 2001* (Cth).

Yours faithfully



Yat Siu
Executive Chairman & Managing Director



Christopher Whiteman
Non-Executive Director

Annexure 2
Notice of Nomination of Auditor

26 November 2024

Mr JM Madden
Company Secretary
Animoca Brands Corporation Limited ("**Company**")
211 McIlwraith Street
Princes Hill Victoria 3054

Dear Sirs

We, Yat Siu and Christopher Whiteman, being directors of the Company hereby nominate Hall Chadwick to act as auditor of the Company and, having consented to act as the auditor of the Company, to be appointed as the auditor of the Company at the general meeting of Shareholders in accordance with section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully



Yat Siu
Executive Chairman and Managing Director



Christopher Whiteman
Non-Executive Director

Annexure 3

Letter of Consent to Act as Auditor
(see Next Page)

26 November 2024

The Directors
Animoca Brands Corporation Limited
211 McIlwraith Street
Princes Hill VIC 3054

Dear Sirs,

APPOINTMENT AS AUDITORS

In accordance with Section 328A of the Corporations Act 2001, we hereby consent to act as auditor of Animoca Brands Corporation Limited (ABN 29 122 921 813) and its controlled entities subject to ASIC consent.

We further confirm:

- We are prepared to audit the financial statements for the year ended 31 December 2021, 31 December 2022 and 31 December 2023; and
-
- We are able to conduct an effective audit of the entity.

Yours faithfully

HALL CHADWICK (NSW)



DREW TOWNSEND
PARTNER

ADELAIDE Level 9 50 Pirie Street Adelaide SA 5000 +61 8 7093 8283	BRISBANE Level 4 240 Queen Street Brisbane QLD 4000 +61 7 2111 7000	DARWIN Level 1 48-50 Smith Street Darwin NT 0800 +61 8 8943 0645	MELBOURNE Level 14 440 Collins Street Melbourne VIC 3000 +61 3 9820 6400	PERTH Level 11 77 St Georges Tce Perth WA 6000 +61 8 6557 6200	SYDNEY Level 40 2 Park Street Sydney NSW 2000 +61 2 9263 2600
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Liability limited by a scheme approved under Professional Standards Legislation. Hall Chadwick (NSW) Pty Ltd ABN: 32 103 221 352 www.hallchadwick.com.au



Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Animoca Brands Corporation Limited | ABN 29 122 921 813

Your proxy voting instruction must be received by **11.00am (AEDT) on Saturday, 21 December 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Animoca Brands Corporation Limited, to be held virtually at **11.00am (AEDT) on Monday, 23 December 2024** and physically at Suite 5, Level 12, 530 Collins Street Melbourne VIC 3000 hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Removal of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Christopher Whiteman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the Issue of Shares to Mr Yat Siu in lieu of services as the Executive Chairman and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of the Issue of Shares to Mr David Brickler in lieu of services as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of the Issue of Shares to Mr Christopher Whiteman in lieu of services as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

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Sole Director and Sole Company Secretary

Securityholder 2

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Director

Securityholder 3

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Director / Company Secretary

Contact Name:

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Email Address:

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Contact Daytime Telephone

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Date (DD/MM/YY)

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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).