

MSM Corporation International Ltd
ACN 002 529 160

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at BDO Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW 2000 on Monday, 20 November 2017 at 10.00am (EDST)

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (03) 9015 4036

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

MSM CORPORATION INTERNATIONAL LTD

ACN 002 529 160

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of MSM Corporation International Ltd (**Company**) will be held at BDO Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW 2000 on Monday, 20 November 2017 at 10.00AM (EDST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders on 18 November 2017 at 10.00AM (EDST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Re-election of Director - Mr Mark Clements

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That Mr Mark Clements, who retires in accordance with Article 13.2 of the Constitution and Listing Rule 14.4 and being eligible, offers himself for re-election, be re-elected as a Director."

4. Resolution 3 - Ratification of issue of Capital Raising Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,924,550 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 4 - Ratification of issue of Capital Raising Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,435,450 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 5 - Ratification of issue of Consultant Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares to ROAR, LLC. (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by ROAR, LLC. (or its nominees) and any of its associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 6 - Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 7 - Approval of issue of Performance Rights to Dion Sullivan

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 4,000,000 Performance Rights to Mr Dion Sullivan (or his nominee) pursuant to the Stock Incentive Plan and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Stock Incentive Plan and any of their associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Mr Mark Clements
Director & Company Secretary
Dated: 17 October 2017

MSM CORPORATION INTERNATIONAL LTD

ACN 002 529 160

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at BDO Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW 2000 on Monday, 20 November 2017 at 10.00AM (EDST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 - Remuneration Report
Section 5	Resolution 2 - Re-election of Director - Mr Mark Clements
Section 6	Resolutions 3 and 4 - Ratification of issue of Capital Raising Shares
Section 7	Resolution 5 - Ratification of issue of Consultant Shares
Section 8	Resolution 6 - Approval of 10% Placement Facility
Section 9	Resolution 7 - Approval of issue of Performance Rights to Dion Sullivan
Schedule 1	Definitions
Schedule 2	Issues of Equity Securities since 29 November 2016

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they

wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, 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 in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) 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 on appointing proxies and lodging Proxy Forms.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2017.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.asx.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 - Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Part 2G.2, Division 9 of the Corporations Act provides Shareholders with the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2016 annual general meeting. If the Remuneration Report receives a Strike at this Meeting (2017 annual general meeting), Shareholders should be aware that if a second Strike is received at the 2018 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

5. Resolution 2 - Re-election of Director - Mr Mark Clements

Listing Rule 14.4 and Article 13.2 of the Constitution require that one third of the Directors (excluding the Managing Director, Directors retiring in accordance with Article 13.4 and alternate Directors) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third).

Article 13.2 of the Constitution provides that a Director who retires in accordance with that Article is eligible for re-election.

The Company currently has four Directors. One of these Directors, Mr Dion Sullivan, is the Managing Director. The other three Directors were all last elected at the 2016 Annual General Meeting.

Article 13.2 of the Constitution provides that the Directors to retire in accordance with that Article are those who have been in office longest since their last election, but, as between persons who became Directors on the same day, those to retire are to be agreed amongst themselves or otherwise determined by drawing lots.

Mr Mark Clements has agreed to retire by rotation and seek re-election at this Meeting.

Mr Clements has a Bachelor of Commerce degree and is a Fellow of the Institute of Chartered Accountants and a member of both the Australian Institute Company Directors and the Governance Institute of Australia. Mr Clements currently holds the position of Company Secretary of a number of publicly listed companies and is Chairman of MOD Resources Limited (ASX:MOD). Mr Clements has experience in corporate finance, accounting and administration, capital raising and ASX Compliance and regulatory requirements.

The Board has considered Mr Clements' independence and considers that he is not an independent Director.

The Board (excluding Mr Clements) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

6. Resolutions 3 and 4 - Ratification of issue of Capital Raising Shares

6.1 Background

On 17 August 2017 the Company completed a capital raising to raise a total of \$10,072,000 (before costs) by way of an issue of:

- (a) 43,150,000 Shares at an issue price of \$0.20 per Share by way of a private placement; and
- (b) 7,210,000 Shares at a deemed issue price of \$0.20 per Share on conversion of loans advanced to the Company,

(together, **Capital Raising Shares**).

The Capital Raising Shares were issued under the Company's placement capacity as follows:

- (a) 20,924,550 Shares under Listing Rule 7.1; and

(b) 29,435,450 Shares under Listing Rule 7.1A.

Resolutions 3 and 4 seek the approval of Shareholders pursuant to Listing Rule 7.4 for the ratification of the issue of the Capital Raising Shares.

6.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its Annual General Meeting held on 29 November 2016.

6.3 Listing Rule 7.4

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A, as applicable.

The effect of Resolutions 3 and 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

6.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Capital Raising Shares:

- (a) a total of 50,360,000 Capital Raising Shares were issued as follows:
 - (i) 20,924,550 Capital Raising Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 29,435,450 Capital Raising Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (b) the issue price of the Capital Raising Shares was as follows:
 - (i) 43,150,000 Capital Raising Shares were issued at an issue price of \$0.20 per Share; and
 - (ii) 7,210,000 Capital Raising Shares were issued at a deemed issue price of \$0.20 per Share on conversion of loans advanced to the Company;

- (c) the Capital Raising Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Capital Raising Shares were issued to sophisticated or professional investors, none of whom are a related party of the Company. The investors were either invited directly by the Directors to participate in the issue, or were clients of CPS Capital Pty Ltd or Cadmon Advisory Pty Ltd (the joint lead managers to the capital raising);
- (e) the proceeds from the issue of the Capital Raising Shares will be used to advance the marketing and production plans for the first Megastar competition, including music licencing rights, optimising the platform infrastructure and talent acquisition costs for payments to celebrity judges and mentors for the competition as well as for working capital and corporate administration; and
- (f) a voting exclusion statement is included in the Notice.

6.5 Board recommendations

The Board recommends that Shareholders vote in favour of Resolutions 3 and 4.

Resolutions 3 and 4 are ordinary resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 3 and 4.

7. Resolution 5 - Ratification of issue of Consultant Shares

7.1 Background

On 17 August 2017 the Company announced the issue of 1,000,000 Shares (**Consultant Shares**) to ROAR, LLC. (or its nominees) in consideration for consultancy services provided.

ROAR is a talent, music, and brand management firm with expertise in overall career strategy, guidance, execution and business development, strategic partnerships, and marketing initiatives. ROAR's clients include musicians, actors, writers, directors, comedians, entertainment and lifestyle companies, experts and icons engaged in entertainment and lifestyle initiatives.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 for the ratification of the issue of the Consultant Shares.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 6.2 above.

7.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is in Section 6.3 above.

The effect of Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Consultant Shares:

- (a) a total of 1,000,000 Consultant Shares were issued;
- (b) the Consultant Shares were issued in consideration for services provided and therefore had an issue price of nil;
- (c) the Consultant Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Consultant Shares were issued to ROAR, LLC. (or its nominees);
- (e) the Consultant Shares were issued for nil cash consideration and therefore no funds were raised from their issue; and
- (f) a voting exclusion statement is included in the Notice.

7.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

8. Resolution 6 - Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

8.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue two quoted classes of Equity Securities, Shares and Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rules 7.1 and 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

8.3 Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

8.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.
- (d) The table also shows:
 - (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price \$0.235 as at 17 October 2017.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.1175 50% decrease in Issue Price	\$0.235 Issue Price	\$0.47 100% increase in Issue Price
Current Variable A 363,021,781 Shares	10% Voting Dilution	36,302,178 Shares	36,302,178 Shares	36,302,178 Shares
	Funds raised	\$4,265,506	\$8,531,012	\$17,062,024
50% increase in current Variable A 544,532,672 Shares	10% Voting Dilution	54,453,267 Shares	54,453,267 Shares	54,453,267 Shares
	Funds raised	\$6,398,259	\$12,796,518	\$25,593,036
100% increase in current Variable A 726,043,562 Shares	10% Voting Dilution	72,604,356 Shares	72,604,356 Shares	72,604,356 Shares
	Funds raised	\$8,531,012	\$17,062,024	\$34,124,047

The above table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.235, being the closing price of the Shares on ASX on 17 October 2017.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.

- (f) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of services, assets, businesses or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of services, assets, businesses or investments (including expenses associated with such acquisition such due diligence costs and external advisors) and working capital requirements.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 29 November 2016. In the 12 months preceding the date of the 2017 Annual General Meeting and as at the date of this Notice, the Company has issued 86,553,132 Equity Securities and this represents 17.74% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The Company issued 29,435,450 Shares pursuant to Listing Rule 7.1A during the year.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of this Meeting are in Schedule 2 to this Notice.

- (k) A voting exclusion statement is included in the Notice.
- (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

Resolution 6 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 Chairman intends to exercise all available proxies in favour of Resolution 6.

9. Resolution 7 - Approval of issue of Performance Rights to Dion Sullivan

9.1 Background

The Board (excluding Dion Sullivan) has resolved, subject to obtaining Shareholder approval pursuant to Resolution 7, to issue 4 million Performance Rights to the Company's Managing Director, Dion Sullivan (or his nominee).

The Company is a technology company whose funds are allocated to specific development activities. The Board has elected to issue the Performance Rights to Managing Director, Dion Sullivan as a key component of his remuneration in order to retain his services and to provide incentive linked to the performance of the Company. The Company believes that the issue of the Performance Rights is a fair and reasonable incentive based remuneration package for Mr Sullivan.

9.2 Summary of material terms of Performance Rights

The Performance Rights are proposed to be issued pursuant to the Company's Stock Incentive Plan. The Stock Incentive Plan was approved by Shareholders at the 2016 annual general meeting, and is summarised in the notice of annual general meeting, which was announced on ASX on 28 October 2016.

Each Performance Right will convert into one Share subject to the Company having a market capitalisation of at least \$270 million for a period of 30 consecutive calendar days. The expiry date for each of the Performance Rights will be 5 years from the date of issue. In the event that the milestone is not met by the expiry date, or Mr Sullivan ceases to be engaged by the Company when the milestone is met, the Performance Rights will not vest and as a result, no new Shares will be issued.

There is nil consideration payable upon the vesting of a Performance Right.

In accordance with the terms of the Stock Incentive Plan, all Performance Rights will automatically vest upon a change of control event

9.3 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Performance Rights constitutes giving a financial benefit and Mr Sullivan is a related party of the Company by virtue of being a Director.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not seek approval for the issue of the Performance Rights pursuant to section 208 of the Corporations Act.

9.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- (a) a director of the company;
- (b) an associate of a director; or
- (c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

Resolution 7 seeks Shareholder approval for the grant of the Performance Rights to Mr Sullivan (or his nominee). Shareholder approval is required under Listing Rule 10.14 because the recipient of the Performance Rights is a Director and the Performance Rights will be granted under an employee incentive scheme.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required, and the issue of the Performance Rights will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

9.5 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the issue of the Performance Rights:

- (a) the Performance Rights will be granted to Dion Sullivan or his nominees;

- (b) the maximum number of Performance Rights issued pursuant to Resolution 7 will be 4,000,000;
- (c) the Performance Rights will be granted as an employee incentive and will be granted for nil cash consideration;
- (d) no person referred to in Listing Rule 10.14 has received Equity Securities under the Stock Incentive Plan since it was approved on 29 November 2016;
- (e) the persons referred to in Listing Rule 10.14 who are eligible to participate in the Stock Incentive Plan are the Directors (currently, Adam Wellisch, Dion Sullivan, Sophie McGill and Mark Clements);
- (f) there is no loan associated with the issue of the Performance Rights;
- (g) the Company will issue the Performance Rights no later than 12 months after the date of the Meeting or such longer period of time as ASX may in its discretion allow; and
- (h) a voting exclusion statement is included in the Notice.

9.6 Board recommendation

The Board, excluding Mr Sullivan, recommends that Shareholders vote in favour of Resolution 7.

Resolution 7 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 7.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 8.1.

10% Placement Period has the meaning given in Section 8.2(f).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2017.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Capital Raising Shares has the meaning given in Section 6.1.

Chairman means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means MSM Corporation International Ltd (ACN 002 529 160).

Constitution means the constitution of the Company as at the date of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Option means an option to acquire a Share.

Performance Rights means a performance right which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Stock Incentive Plan means the "MSM Corporation International Limited Stock Incentive Plan" approved by Shareholders at a meeting held on 29 November 2016. The terms and conditions of the Stock Incentive Plan are summarised in the Company's notice of annual general meeting announced on ASX on 28 October 2016.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Trading Day has the meaning given in the Listing Rules.

VWAP means volume weighted average price.

Schedule 2 - Issues of Equity Securities since 29 November 2016

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
29 December 2016	2,000,000	Unquoted Options ¹	Ms Sophie McGill, as approved by Shareholders at the annual general meeting on 29 November 2016	Nil	<p>Consideration: Nil cash consideration</p> <p>The Options were issued for nil cash consideration and therefore no funds were raised as a result of the issue.</p> <p>Current value: \$345,628⁴</p>
29 December 2016	6,000,000	Performance Rights ²	Mr Dion Sullivan (2,400,000 Performance Rights), Ms Sophie McGill (1,200,000 Performance Rights), Mr Adam Wellisch (1,200,000 Performance Rights) and Mr Mark Clements (1,200,000 Performance Rights), as approved by Shareholders at the annual general meeting on 29 November 2016	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in accordance with the Company's Performance Rights Plan.</p> <p>Current value: \$744,000²</p>
29 December 2016	1,800,000	Performance Rights ²	Webstar Group International Pty Ltd or its nominees	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in consideration for corporate advisory services provided to the Company.</p> <p>Current value: \$212,400²</p>
4 January 2017	687,102	Shares ³	Employees of the Company	Nil	<p>Consideration: Nil consideration</p> <p>Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016.</p> <p>Current value: \$161,468¹⁰</p>
13 January 2017	2,127,500	Shares ³	Optionholders (issued following the exercise of	At an issue price of \$0.10 per	<p>Consideration: Cash \$212,750</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
			2,127,500 Unquoted Options with an exercise price of \$0.10)	Share representing a discount of 55% to the market price at the date of issue	Funds spent to date: \$212,750 Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.
26 January 2017	137,420	Shares ³	Employees of the Company	Nil	Consideration: Nil cash consideration Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016. Current value: \$32,293 ¹⁰
15 February 2017	781,250	Shares ³	Optionholders (Issued following the exercise of 781,250 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 55% to the market price at the date of issue	Consideration: Cash \$78,125 Funds spent to date: \$78,125 Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.
15 February 2017	2,000,000	Unquoted Options ⁵	Cadmon Advisory Pty Ltd or its nominees	Nil	Consideration: Nil cash consideration Issued in consideration for corporate advisory services provided to the Company. Current value: \$149,319 ⁴
15 February 2017	2,000,000	Unquoted Options ⁶	Cadmon Advisory Pty Ltd or its nominees	Nil	Consideration: Nil cash consideration Issued in consideration for corporate advisory services provided to the Company. Current value: \$191,780 ⁴
15 February 2017	2,000,000	Unquoted Options ⁷	Cadmon Advisory Pty Ltd or its nominees	Nil	Consideration: Nil cash consideration Issued in consideration for corporate advisory services provided to the Company.

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
					Current value: \$180,163 ⁴
24 February 2017	6,871	Shares ³	Employees of the Company	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016.</p> <p>Current value: \$1,614¹⁰</p>
24 February 2017	156,250	Shares ³	Optionholders (issued following the exercise of 156,250 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 63% to the market price at the date of issue	<p>Consideration: Cash \$15,625</p> <p>Funds spent to date: \$15,625</p> <p>Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.</p>
7 March 2017	343,552	Shares ³	Employees of the Company	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016.</p> <p>Current value: \$80,734¹⁰</p>
13 March 2017	156,250	Shares ³	Optionholders (issued following the exercise of 156,250 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 63% to the market price at the date of issue	<p>Consideration: Cash \$15,625</p> <p>Funds spent to date: \$15,625</p> <p>Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.</p>
24 March 2017	171,776	Shares ³	Employees of the Company	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
					held on 29 November 2016. Current value: \$40,367 ¹⁰
24 March 2017	26,319	Shares ³	Optionholders (issued following the exercise of 26,319 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 63% to the market price at the date of issue	Consideration: Cash \$2,631 Funds spent to date: \$2,631 Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.
31 March 2017	1,625,000	Shares ³	Optionholders (issued following the exercise of 1,625,000 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 62% to the market price at the date of issue	Consideration: \$162,500 Funds spent to date: \$162,500 Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.
13 April 2017	312,500	Shares ³	Optionholders (issued following the exercise of 312,500 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 60% to the market price at the date of issue	Consideration: \$31,250 Funds spent to date: \$31,250 Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.
24 July 2017	82,066	Shares ³	Optionholders (issued following the exercise of 82,066 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 52% to the market price at the date of issue	Consideration: \$8,206 Funds spent to date: \$8,206 Use of funds: The funds were spent on advancing the development of the first Megastar competition, and general working capital.
17 August 2017	50,360,000 (43,150,000 Shares issued in respect of the placement and 7,210,000 Shares	Shares ³	Sophisticated and professional investors	At an issue price of \$0.20 per Share, representing a discount of 9% to the closing market price	Consideration: Cash \$10,072,000 Funds spent to date: \$6,472,000 has been spent. Use of funds: The funds were used to advance the marketing and production plans for the first

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
	issued in respect of convertible loans)			on the date of issue	<p>Megastar competition, including music licencing rights, optimising the platform infrastructure and talent acquisition costs for payments to celebrity judges and mentors for the competition.</p> <p>Proposed use of remaining funds: Marketing and production of the first Megastar competition, including music licencing rights, optimising the platform infrastructure and talent acquisition costs for payments to celebrity judges and mentors for the competition.</p>
17 August 2017	1,000,000	Shares ³	ROAR, LLC.	Nil	<p>Consideration: nil cash consideration</p> <p>The Shares were issued in consideration of provision of services to the Company concerning negotiations and management of arrangements with celebrities, prominent influencers and supporters, media strategy, strategic partners and monetisation of talent.</p> <p>Current value: \$235,000¹⁰</p>
17 August 2017	279,276	Shares ³	Employees and contractors of the Company	Nil	<p>Consideration: nil cash consideration</p> <p>Issued under the incentive component of employee and contractor remuneration packages.</p> <p>Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016.</p> <p>Current value: \$65,629</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
17 August 2017	2,500,000	Performance Rights ⁸	Celebrity judges, mentors and other parties engaged as part of the Megastar competition	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in consideration of the provision of services to the Company</p> <p>Current value: \$412,424⁸</p>
17 August 2017	10,000,000	Performance Rights ⁹	Celebrity judges, mentors and other parties engaged as part of the Megastar competition	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in consideration for corporate advisory services provided to the Company.</p> <p>Current value: \$1,095,303⁹</p>
12 September 2017	100 000	Shares ³	Optionholders (issued following the exercise of 100,000 Unquoted Options with an exercise price of \$0.10)	At an issue price of \$0.10 per Share representing a discount of 55% to the market price at the date of issue	<p>Consideration: \$10,000</p> <p>Funds spent to date: \$10,000</p> <p>Use of funds: The funds were spent on advancing the marketing and production plans for the first Megastar competition, and general working capital.</p>
20 September 2017	7,169	Shares ³	Employees of the Company	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016.</p> <p>Current value: \$1,684¹⁰</p>
1 October 2017	7,608	Shares ³	Employees of the Company	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in accordance with the Company's Stock Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016.</p> <p>Current value: \$1,787¹⁰</p>
18 October 2017	50,000	Shares ³	Contractors of the Company	Nil	<p>Consideration: Nil cash consideration</p> <p>Issued in accordance with the Company's Stock</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
					Incentive Plan approved by Shareholders at the annual general meeting held on 29 November 2016. Current value: \$11,750 ¹⁰

1. Unquoted Options exercisable at \$0.125 each on or before 18 March 2020.
2. The Performance Rights which vest and become exercisable in three (3) equal tranches, expiring 29 December 2021, as follows:
 - a. (Tranche 1): vest upon the Company achieving a market capitalisation of \$120 million;
 - b. (Tranche 2): vest upon the Company achieving a market capitalisation of \$180 million; and
 - c. (Tranche 3): vest upon the Company achieving a market capitalisation of \$250 million.

A Milestone will be satisfied if the Company has had the relevant market capitalisation for a period of 30 consecutive calendar days.

3. Shares are fully paid ordinary shares in the Company ranking equally in all respect with the existing issued Shares in the Company.
4. The current value is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Equity Security, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Equity Security. No account is taken of any performance conditions included in the terms of the Equity Security other than market based performance conditions (i.e. conditions linked to the price of Shares).
5. Unquoted Options exercisable at \$0.35 each on or before 19 September 2018.
6. Unquoted Options exercisable at \$0.40 each on or before 19 September 2019.
7. Unquoted Options exercisable at \$0.45 each on or before 19 September 2019.
8. Performance Rights which vest and become exercisable in three (3) equal tranches, expiring 29 December 2021, as follows:
 - a. (Tranche 1): vest upon the Company achieving a market capitalisation of \$150 million;
 - b. (Tranche 2): vest upon the Company achieving a market capitalisation of \$200 million; and
 - c. (Tranche 3): vest upon the Company achieving a market capitalisation of \$250 million.

A Milestone will be satisfied if the Company has had the relevant market capitalisation for a period of 30 consecutive calendar days.

9. Performance Rights issued pursuant to the Company's Performance Rights Plan which vest and become exercisable in two (2) tranches as follows:
 - a. 5 million E Class Performance Rights; and
 - b. 5 million F Class Performance Rights.

The E Class Performance Rights will convert into ordinary shares on the satisfaction of each of the following milestones on or before 29 December 2018:

- a. the Company achieves \$5,000,000 in earnings before interest, tax, depreciation and amortisation (EBITDA);
- b. the MSM Platform achieves a number of unique registered users of at least 1,000,000 as determined by Google Analytics; and
- c. the Company achieves a market capitalisation of \$150 million for a period of 30 consecutive days.

The F Class Performance Rights will convert into ordinary shares on the satisfaction of each of the following milestones on or before 29 December 2020:

- a. the Company achieves \$15,000,000 in EBITDA;
 - b. the MSM Platform achieves a number of unique registered users of at least 2,000,000 as determined by Google Analytics; and
 - c. the Company achieves a market capitalisation of \$250 million for a period of 30 consecutive days.
10. The current value is based on the closing price of the Shares (\$0.235) on the ASX on 17 October 2017.

LODGE YOUR VOTE ONLINE



ONLINE VOTE

www.advancedshare.com.au/investor-login



MOBILE DEVICE VOTE

Lodge your proxy by scanning the QR code below, and enter your registered postcode. It is a fast, convenient and a secure way to lodge your vote.

ANNUAL GENERAL MEETING - VOTING/PROXY FORM

I/We being shareholder(s) of MSM Corporation International Ltd and entitled to attend and vote hereby:

STEP 1

APPOINT A PROXY

The Chairman of the meeting

OR

if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at 10.00am (EDST) on Monday, 20 November 2017, at BDO Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW 2000 and at any adjournment or postponement of that Meeting.

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 1 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel which includes the Chair.

Chair's voting intentions in relation to undirected proxies

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

STEP 2

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*			For	Against	Abstain*
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	Ratification of issue of Consultant Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – Mr Mark Clements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of issue of Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Approval of issue of Performance Rights to Dion Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of issue of Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					



If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf 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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting, who is required to vote the proxies as directed.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution. 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are able. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1 and 7, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1 and 7.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on an resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), you will be expressly authorising the Chairman to vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (EDST) on 18 November 2017, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE VOTE

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033