
MSM CORPORATION INTERNATIONAL LTD**ACN 002 529 160****NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 9:00am (WST)

DATE: 26 April 2019

PLACE: The Celtic Club, 48 Ord Street, West Perth, WA, 6005

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 at 4:00pm (WST) on 24 April 2019.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ADAM WELLISCH

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

“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Adam Wellisch, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – ELECTION OF DIRECTOR – CHRIS JONES

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Chris Jones, a Director who was appointed casually on 20 November 2018, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if 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, it is cast by the person chairing the meeting 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 PRIOR ISSUE OF SHARES TO THE RIVA GROUP

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 37,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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 – ISSUE OF OPTIONS TO THE RIVA GROUP

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 9,250,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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 – RATIFICATION OF PRIOR ISSUE OF EMERALD PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,900,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF EMERALD PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,100,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

10. RESOLUTION 9 – ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 240,000,000 Shares upon conversion of the Convertible Notes on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

11. RESOLUTION 10 – ISSUE OF SHARES AND OPTIONS TO EMERALD

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 13,140,000 Shares and up to 18,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

12. RESOLUTION 11 – ISSUE OF SHARES TO BRAND TV

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

13. RESOLUTION 12 – ISSUE OF SHARES TO DION SULLIVAN

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Shares to Dion Sullivan (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Dion Sullivan (or his nominee) or any of their associates. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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 Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a 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 Chair; and
- (b) 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.

14. RESOLUTION 13 – ISSUE OF SHARES TO RELATED PARTY - MR ADAM WELLISCH

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Shares to Mr Adam Wellisch (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Adam Wellisch (or his nominee) or any of their associates. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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 Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a 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 Chair; and
- (b) 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.

15. RESOLUTION 14 – ISSUE OF SHARES TO RELATED PARTY - MR MARK CLEMENTS

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 Shares to Mr Mark Clements (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Mark Clements (or his nominee) or any of their associates. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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 Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a 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 Chair; and
- (b) 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.

16. RESOLUTION 15 – RATIFICATION OF ISSUE OF BRIDGE LOAN SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

17. RESOLUTION 16 – ISSUE OF PLACEMENT OPTIONS TO CPS CAPITAL

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

18. RESOLUTION 17 – ISSUE OF ENTITLEMENT OFFER OPTIONS TO CPS CAPITAL

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

19. RESOLUTION 18 – ISSUE OF SHARES TO CPS CAPITAL

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,812,500 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

20. RESOLUTION 19 – ISSUE OF SHARES TO EAS ADVISORS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

Dated: 20 March 2019

By order of the Board

Mark Clements
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

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.

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 member 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9015 4036.

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.msinci.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ADAM WELLISCH

3.1 General

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

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

Adam Wellisch, who has served as a director since 29 December 2015 and was last re-elected on 29 November 2016, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Wellisch has over 18 years' experience in technology strategy, business administration, systems consulting and software development. He has held executive and non-executive positions for technology organisations ranging from start-ups to large multinationals. Recent appointments include Asia-Pacific CIO for market leading FTSE 100, Compass Group Plc and Information Systems Director for Bupa's fast-growing Health Services division.

3.3 Independence

If elected the board does not consider Mr Wellisch will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Mr Wellisch and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – CHRIS JONES

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Chris Jones, having been appointed by the other Directors on 20 November 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Mr Jones has over a decade's experience in the Australian finance industry working for wholesale investment funds and broking houses, most recently becoming a partner at Emerald Capital Australia Pty Limited (**Emerald**). Mr Jones has a large breadth of expertise in corporate finance, capital raising, funds management and has through his role as Investment manager formed close working relationships with fund managers around the globe.

4.3 Independence

Chris Jones has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board does not consider Chris Jones will be an independent director in light of his position as a director of Emerald. As set out in the ASX announcement released on 26 November 2018, Chris has been appointed to the Board as a non-executive director following Emerald exercising its right to appoint a director under the terms of its mandate (**Emerald Mandate**). Further details of the Emerald Mandate are set out in Section 8.

4.4 Board recommendation

The Board supports the re-election of Chris Jones and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$7,814,840 (based on the number of Shares on issue as at 20 March 2019 and the closing price of Shares on the ASX on 20 September 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: MSM) and quoted Options (ASX Code: MSMOA).

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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 ASX trading days of the date in section (a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 20 March 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0045 50% decrease in Issue Price	\$0.0090 Issue Price	\$0.0135 50% increase in Issue Price
883,815,531 (Current Variable A)	Shares issued - 10% voting dilution	88,381,553 Shares	88,381,553 Shares	88,381,553 Shares
	Funds raised	\$397,717	\$795,434	\$1,193,151
1,325,723,297 (50% increase in Variable A)	Shares issued - 10% voting dilution	132,572,329 Shares	132,572,329 Shares	132,572,329 Shares
	Funds raised	\$596,575	\$1,193,151	\$1,789,726
1,767,631,062 (100% increase in Variable A)	Shares issued - 10% voting dilution	176,763,106 Shares	176,763,106 Shares	176,763,106 Shares
	Funds raised	\$795,434	\$1,590,868	\$2,386,302

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 883,815,531 Shares on issue comprising:
 - 581,363,031 existing Shares as at the date of this Notice of Meeting; and
 - 302,452,500 Shares which will be issued if Resolutions 9, 10, 11, 12, 13, 14, 18 and 19 are passed at this Meeting and the maximum number of Shares are issued under each Resolution.
- The issue price set out above is the closing price of the Shares on the ASX on 20 September 2018.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- 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%.
- 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration 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; or
- (ii) as 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.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 20 November 2017 (**Previous Approval**).

The Company has issued 35,100,000 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 26 April 2018, the Company also issued a further 119,130,050 Shares, 33,606,649 Quoted Options and 1,500,000 Unquoted Options which, together with the Shares issued under the Previous Approval, represents approximately 52.01% of the total diluted number of Equity Securities on issue in the Company on 26 April 2018, which was 363,713,529.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

5.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO THE RIVA GROUP

6.1 General

On 17 April 2018, the Company announced that it received a firm commitment from the Riva Group and its major stakeholders to subscribe for 37,000,000 Shares at \$0.043 per Share, together with one free attaching Option for every four Shares subscribed for and issued (**Riva Placement**).

The Riva Placement was made to key stakeholders of the Riva Group to allow for the continuation of the launch of Megastar India and the expansion of the relationship between the Riva Group and the Company. Further details of the Riva Placement are set out in the ASX announcement released on 26 November 2018.

The Company issued the Shares on 26 November 2018 without prior Shareholder approval out of its 15% annual placement capacity, however, the issue of the Options remains subject to Shareholder approval (and is the subject of Resolution 6).

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

ASX 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.

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) 37,000,000 Shares were issued;
- (b) the issue price was \$0.043 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the Riva Group and its major stakeholders. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue are intended to be used primarily for the following purposes:
 - (i) ongoing optimization of the marketing and operation of competitions on the Megastar platform;
 - (ii) establishing the Megastar India joint venture with The Riva Group;
 - (iii) investing in the Riva Group's associated company Riva Technology and Entertainment Limited (**RTE**);
 - (iv) establishing Megastar joint ventures in additional markets;
 - (v) establishing content distribution agreements;
 - (vi) researching, partnering/acquiring and developing products that will drive users and/or revenue to the Megastar platform;
 - (vii) repayment of interim loan funds; and
 - (viii) general working capital

7. RESOLUTION 6 – ISSUE OF OPTIONS TO THE RIVA GROUP

7.1 General

Resolution 6 seeks Shareholder approval for the issue of up to 9,250,000 Options for nil cash consideration to participants in the Riva Placement on the basis of one Option for every four Share/s subscribed for and issued. A summary of the Riva Placement is set out in Section 6.1 above and further details are set out in the ASX announcement released on 26 November 2018.

A summary of ASX Listing Rule 7.1 is set out in Section 6.1 above.

The effect of Resolution 6 will be to allow the Company to issue the Options pursuant to this Resolution during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the maximum number of Options to be issued is 9,250,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the issue price of the Options will be nil as they will be issued free attaching with the Shares issued pursuant to Riva Placement;
- (d) the Options will be issued to participants in the Riva Placement the subject of Resolution 5 on the basis of one Option for every four Share/s subscribed for and issued;
- (e) the Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the issue as the Options are being issued for nil cash consideration.

8. BACKGROUND TO RESOLUTIONS 7, 8, 9 AND 10

As announced on 26 November 2018, the Company has engaged Emerald Capital Australia Pty Limited (**Emerald**) to act as lead manager for a capital raising of \$1,752,000, comprising of a placement of to raise \$312,000 (**Emerald Placement**) and the issue of convertible notes in the Company to raise up to \$1,440,000 (**Emerald Convertible Note Issue**).

8.1 Emerald Placement

On 20 November 2018, the Company issued 39,000,000 Shares under the Emerald Placement (**Placement Shares**), to professional and sophisticated investors at an issue price of \$0.008 per Share to raise \$312,000.

Resolutions 7 and 8 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares under the Emerald Placement, comprising of:

- (a) 3,900,000 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1; and
- (b) 35,100,000 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 20 November 2017.

8.2 Emerald Convertible Note Issue

The Company is proposing to raise up to \$1,440,000 through the issue of convertible notes to professional, sophisticated and institutional investors under the Emerald Convertible Note Issue (**Noteholders**) (**Convertible Notes**). The Convertible Notes are unsecured, interest free and have a redemption date 24 months from the date of issue. The Company intends to issue the Convertible Notes on a progressive basis.

The Convertible Notes automatically convert, subject to Shareholder approval being obtained pursuant to this Resolution, on the date that is five Business Days after the date of this Meeting, at the lesser of:

- (a) \$0.008 per Share; and
- (b) the volume weighted average price of the Shares on ASX over the fifteen days prior to the date of the Meeting,

subject to a floor price of \$0.006.

Accordingly, the maximum number of Shares that could be issued to the Noteholders is 240,000,000 Shares.

Resolution 9 seeks Shareholder approval for the issue of up to 240,000,000 Shares upon conversion of convertible notes to be issued to professional, sophisticated and institutional investors pursuant to the Emerald Convertible Note Issue (**Convertible Note Shares**).

8.3 Emerald Capital Raising Fee

Pursuant to the mandate agreement with Emerald, the Company has agreed to pay Emerald a capital raising fee of 6% (of all funds raised under the Emerald Placement and the Emerald Convertible Note Issue, being \$312,000 (**Capital Raising Fee**) and issue Emerald 18,000,000 Options (**Lead Manager Options**).

The Company has agreed to issue Emerald 13,140,000 Shares in lieu of the payment of the Capital Raising Fee, at a deemed issue price of \$0.008 per Share (**Lead Manager Shares**).

Resolution 10 seeks Shareholder approval for the issue of the Lead Manager Shares and the Lead Manager Options.

Further details in respect of the Emerald Placement, the Emerald Convertible Note Issue and the Capital Raising Fee are set out in the ASX announcement released on 26 November 2018.

9. RESOLUTIONS 7 AND 8 – RATIFICATION OF PRIOR ISSUE OF EMERALD PLACEMENT SHARES

9.1 General

A summary of the Emerald Placement is set out in Section 8.1 above.

Resolutions 7 and 8 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares.

9.2 Resolution 7 – ASX Listing Rule 7.1

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 6.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

9.3 Resolution 8 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 8, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval. Although, it is noted that the Company's use of the 10% annual placement capacity following this Meeting remains conditional on Resolution 4 being passed by the requisite majority.

9.4 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 7 and 8:

- (a) 39,000,000 Shares were issued on the following basis:
 - (i) 3,900,000 Shares issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 35,100,000 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.008 per Share under both the issue of Shares pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to professional and sophisticated investors who are clients of Emerald. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used for repayment of interim loan funds and general working capital.

10. RESOLUTION 9 – ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES

10.1 Background

A summary of the Emerald Convertible Note Issue is set out in Section 8.2 above.

Resolution 9 seeks Shareholder approval to issue the Convertible Note Shares to the Noteholders (or their nominee).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 6.1 above.

The effect of Resolution 9 will be to allow the Company to issue these Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

10.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the maximum number of Shares to be issued is 240,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued at the lesser of:
 - (i) \$0.008 per Share; and
 - (ii) the volume weighted average price of the Shares on ASX over the fifteen days prior to the date of the Meeting,subject to a floor price of \$0.006 per Share;
- (d) the Shares will be issued to the Noteholders (or their nominees), none of whom are related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company used the funds raised from issue of the Convertible Notes for the business objectives listed at Section 6.2(e). No funds will be raised from the conversion of the Convertible Notes into Shares.

11. RESOLUTION 10 – ISSUE OF SHARES AND OPTIONS TO EMERALD

11.1 General

As set out in Section 8.3 above, the Company has agreed to issue the Lead Manager Shares to Emerald in lieu of the payment of the Capital Raising Fee. In addition, the Company has agreed to issue Emerald the Lead Manager Options.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 6.1 above.

The effect of Resolution 10 will be to allow the Company to issue the Lead Manager Shares and the Lead Manager Options pursuant to this Resolution during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

11.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the maximum number of Shares to be issued is 13,140,000 and the maximum number of Options to be issued is 18,000,000;
- (b) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares and Options will occur on the same date;

- (c) the Shares and Options will be issued for nil cash consideration in satisfaction lead manager services provided by Emerald;
- (d) the Shares and Options will be issued to Emerald (or its nominee), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Options will be issued on the terms and conditions set out in Schedule 2; and
- (g) no funds will be raised from the issue as the Shares and the Options are being issued in consideration for lead manager services provided by Emerald.

12. RESOLUTION 11 – ISSUE OF SHARES TO BRAND TV MEDIA PTY LTD T/AS HOPP'R

12.1 General

Resolution 11 seeks Shareholder approval for the issue of up to 1,500,000 Shares to Brand TV Media Pty Ltd t/as Hopp'r (or its nominee) (**Consultant**) in consideration for services provided. The Consultant was engaged to provide services including strategic advice, marketing plans and architectural direction to the Company.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 6.1 above.

The effect of Resolution 11 will be to allow the Company to issue the Shares pursuant to this Resolution during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

12.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (a) the maximum number of Shares to be issued is 1,500,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of services provided by the Consultant;
- (d) the Shares will be issued to the Consultant (or its nominee), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for services provided by the Consultant.

13. RESOLUTION 12 – ISSUE OF SHARES TO DION SULLIVAN

13.1 General

As announced on 26 November 2018, Dion Sullivan has resigned from the Company in order to pursue other interests.

The Company has agreed, subject to obtaining Shareholder approval, to issue 15,000,000 Shares (**Sullivan Shares**) to Dion Sullivan (or his nominee) in lieu of outstanding employment entitlements to conserve the Company's limited cash resources, on the terms and conditions set out below.

Resolution 12 seeks Shareholder approval for the grant of the Sullivan Shares to Dion Sullivan (or his nominee).

13.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity 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 Sullivan Shares constitutes giving a financial benefit and Dion Sullivan is a related party of the Company as he was appointed as a Director of the Company during the past six months. Mr Sullivan has since resigned from his position as a Director on 20 November 2018.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Sullivan Shares because the agreement to grant the Sullivan Shares in consideration for outstanding employment entitlements of Mr Sullivan, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

13.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Sullivan Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

13.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 12:

- (a) the Sullivan Shares will be granted to Dion Sullivan (or his nominee);
- (b) the number of Sullivan Shares to be issued is 15,000,000;

- (c) the Sullivan Shares will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Sullivan Shares will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the Sullivan Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Sullivan Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Sullivan Shares to Mr Sullivan (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

14. RESOLUTIONS 13 AND 14 – ISSUE OF SHARES TO RELATED PARTIES

14.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue:

- (a) 5,000,000 Shares to Mr Adam Wellisch (or his nominee) in lieu of outstanding consultancy fees (approval for which is being sought under Resolution 13); and
- (b) 4,000,000 Shares to Mr Mark Clements (or his nominee) in lieu of outstanding company secretarial fees (approval for which is being sought under Resolution 14),

(together the **Related Party Shares**).

The Company is seeking Shareholder approval for the issue of the Related Party Shares.

14.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) 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 Related Party Shares constitutes giving a financial benefit and Mr Adam Wellisch and Mr Mark Clements are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Adam Wellisch who has a material personal interest in the Resolution 13) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 13 because the agreement to issue the Related Party Shares in lieu of the payment of consultancy fees owed to Mr Wellisch, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr Mark Clements who has a material personal interest in the Resolution 14) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 14 because the agreement to issue the Related Party Shares in lieu of the payment of company secretarial fees owing to Mr Clements, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

14.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that two of the three Directors comprising the Board have a material personal interest in the outcome of Resolutions 13 and 14. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 13 and 14 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 13 and 14 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the reasonable remuneration exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

14.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Related Party Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

14.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 13 and 14:

- (i) the Related Party Shares will be granted to Mr Adam Wellisch (or his nominee) and Mr Mark Clements (or his nominee);
- (ii) the number of Related Party Shares to be issued is 9,000,000 Shares, comprising of:
 - (A) 5,000,000 Related Party Shares to Mr Wellisch (or his nominee) (Resolution 13); and
 - (B) 4,000,000 Related Party Shares to Mr Clements (or his nominee) (Resolution 14);
- (iii) the Related Party Shares will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (iv) the Related Party Shares will be issued for nil cash consideration; accordingly, no funds will be raised; and

- (v) the Related Party Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Shares to Mr Wellisch and Mr Clements (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

15. RESOLUTION 15 – RATIFICATION OF ISSUE OF BRIDGE LOAN SHARES

15.1 General

In May and June 2018, the Company entered into loan agreements with Alitime Nominees Pty Ltd <Honeyham Family A/C> (**Lender**) pursuant to which the Lender agreed to provide the Company with an aggregate of \$236,000 in funding (**Loans**).

On 20 November 2018, the Company issued 29,500,000 Shares to the Lender on conversion of the Loans at a deemed issue price of \$0.008 per Share, being the same price as Shares issued under the Emerald Placement.

Resolution 15 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 6.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

15.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 15:

- (a) 29,500,000 Shares were issued;
- (b) the deemed issue price was \$0.008 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the Lender who is not a related party of the Company; and
- (e) no funds were raised from this issue. The funds raised from the Loan were applied towards general working capital.

16. BACKGROUND TO RESOLUTIONS 16, 17 AND 18 – ISSUE OF SHARES AND OPTIONS TO CPS CAPITAL

16.1 Background

The Company engaged CPS Capital Group Pty Ltd (**CPS Capital**) to act as a corporate advisor in relation to:

- (a) the placement of 40,000,000 Shares at an issue price of \$0.043 per Share to raise \$1,720,000, which occurred in February 2018 (**February Placement**);

- (b) the non-renounceable pro rata entitlement issue to eligible shareholders, at an issue price of \$0.043 per Share, together with 1 free attaching Option for every 4 Shares issued, to raise up to approximately \$3,670,000 (**Entitlement Issue**);
- (c) the placement of up to 79,000,000 Shares at an issue price of \$0.043 per Share, together with 1 free attaching Option for every 4 Shares issued, pursuant to the firm commitments entered into by the Company (**Firm Commitments Placement**),

pursuant to a corporate advisory mandate (**Mandate**).

In accordance with the Mandate, the Company agreed to:

- (d) pay CPS Capital \$20,000;
- (e) pay CPS Capital 6% of the total amount raised pursuant to the February Placement, the Entitlement Issue and the Firm Commitments Placement (**Capital Raising Fee**); and
- (f) issue CPS Capital an aggregate of 12,000,000 Options, comprising of 6,000,000 Options to be issued for services provided in respect of the February Placement (**Placement Options**) and 6,000,000 Options to be issued for services provided in respect of the Entitlement Issue (**Entitlement Issue Options**).

In addition, the Company agreed to pay CPS Capital a monthly corporate advisory fee of \$4,000 (plus GST) for corporate advisory services during the term of the engagement (**Advisory Fee**).

The Company previously obtained Shareholder approval for the issue of the Placement Options and the Entitlement Issue Options (together, the **CPS Options**) at the general meeting held on 22 June 2018 but did not issue the CPS Options within three months from the date of the general meeting. The Company is currently seeking a fresh Shareholder approval for the issue of the CPS Options.

Resolutions 16 and 17 seek fresh Shareholder approval for the issue of the Placement Options and the Entitlement Issue Options.

Resolution 18 seeks Shareholder approval for the issue of an aggregate of 20,812,500 Shares comprising of:

- (a) 17,312,500 Shares (at a deemed issue price of \$0.008 per Share) in lieu of the payment of the outstanding amount of the Capital Raising Fee, being \$138,500; and
- (b) 3,500,000 Shares in respect of the Advisory Fee (**CPS Shares**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 6.1 above.

The effect of Resolutions 16 to 18 will be to allow the Company to issue the CPS Options and CPS Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

16.2 Resolution 16 – Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 16:

- (a) the maximum number of Options to be issued is 6,000,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;

- (c) the Options are as partial consideration for lead manager services provided in connection with the February Placement and therefore will be issued for nil cash consideration;
- (d) the Options will be issued to CPS Capital (or its nominee), who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the issue as the Options are being issued in partial consideration for lead manager services provided in connection with the February Placement.

16.3 Resolution 17 – Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 17:

- (a) the maximum number of Options to be issued is 6,000,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the Options are as partial consideration for lead manager services provided in connection with the Entitlement Offer and therefore will be issued for nil cash consideration;
- (d) the Options will be issued to CPS Capital (or its nominee), who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the issue as the Options are being issued in partial consideration for lead manager services provided in connection with the Entitlement Issue.

16.4 Resolution 18 – Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 18:

- (a) the maximum number of Shares to be issued is 20,812,500;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the deemed issue price will be \$0.008 per Share;
- (d) the Shares will be issued to CPS Capital (or its nominee), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in lieu of the payment of the Capital Raising Fee and the Advisory Fee.

17. RESOLUTION 19 – ISSUE OF SHARES TO EAS ADVISORS

17.1 General

Resolution 19 seeks Shareholder approval for the issue of 3,000,000 Shares in consideration for advisory services provided by EAS Advisors LLC (**EAS Advisors**).

A summary of ASX Listing Rule 7.1 is set out in Section 6.1 above.

The effect of Resolution 19 will be to allow the Company to issue the Shares the subject of this Resolution during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

17.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 19:

- (i) the maximum number of Shares to be issued is 3,000,000;
- (ii) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (iii) the Shares will be issued for nil cash consideration in satisfaction of advisory services provided by EAS Advisors;
- (iv) the Shares will be issued to EAS Advisors (or its nominee), which is not a related party of the Company;
- (v) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (vi) no funds will be raised from the issue as the Shares are being issued in consideration for advisory services provided by EAS Advisors.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 5.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

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

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.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 26 APRIL 2018

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 20 November 2018 Appendix 3B – 26 November 2018	233,352	Shares ²	Employees of the Company in accordance with the Company's Stock Incentive Plan approved by Shareholders on 29 November 2016 (Stock Incentive Plan).	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current value ⁶ = \$2,100
	37,000,000	Shares ²	The Riva Group	\$0.043 per Share	Amount raised = \$1,591,100 Amount spent = \$1,591,100 Use of funds = researching, partnering/acquiring and developing products that will drive users and/or revenue to the Megastar platform, establishing the Megastar India joint venture with The Riva Group, investing in Riva Group's associated company Riva Technology and Entertainment Limited (RTE) and repayment of interim loan funds. Amount remaining = \$0
	29,500,000	Shares ²	Alitime Nominees Pty Ltd <Honeyham Family A/C>	\$0.008 per Share (being a discount to Market Price of 11%)	Amount raised = \$236,000 Amount spent = \$236,000 Use of funds = Repayment of interim loan funds. Amount remaining = \$0
	39,000,000	Shares ²	Professional and sophisticated investors who subscribed for shares in a placement undertaken by the Company as announced on 26 November 2018.	\$0.008 per Share (being a discount to Market Price of 11%)	Amount raised = \$312,000 Amount spent = \$312,000 Use of funds = researching, partnering/acquiring and developing products that will drive users and/or revenue to the Megastar platform, establishing the Megastar India joint venture with The Riva Group, investing in Riva Group's associated company Riva Technology and Entertainment Limited (RTE) and repayment of interim loan funds. Amount remaining = \$0
	35,051	Shares ²	Employees of the Company in accordance with the Stock Incentive Plan.	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current value ⁶ = \$315
Issue – 4 July 2018 Appendix 3B – 5 July 2018	42,000,000	Shares ²	Investors who subscribed for shortfall pursuant to the non-renounceable entitlement offer undertaken by the Company as announced on 21 May 2018 (Entitlement Offer).	\$0.043 per Share	Amount raised = \$1,806,000 Amount spent = \$1,806,000 Use of funds = Ongoing optimization of the marketing and operation of competitions on the Megastar platform, corporate costs, general working capital. Amount remaining = \$0

	10,500,000	Quoted Options ⁴	Investors who subscribed for shortfall pursuant to the Entitlement Offer.	Nil cash consideration (free attaching to Shares issued under the Entitlement Offer on a 1:4 basis)	Consideration: Issued to reward eligible shareholders for their participation in the entitlement issue undertaken by the Company. Current value ⁶ = \$42,000
Issue – 5 July 2018 Appendix 3B – 5 July 2018	3,176,037	Shares ²	Investors who subscribed for shortfall pursuant to the Entitlement Offer.	\$0.043 per Share	Amount raised = \$136,569 Amount spent = \$136,569 Use of funds = Ongoing optimization of the marketing and operation of competitions on the Megastar platform, corporate costs, general working capital. Amount remaining = \$0
	794,010	Quoted Options ⁴	Investors who subscribed for shortfall pursuant to the Entitlement Offer.	Nil cash consideration (free attaching to Shares issued under the Entitlement Offer on a 1:4 basis)	Consideration: Issued to reward eligible shareholders for their participation in the entitlement issue undertaken by the Company. Current value ⁶ = \$3,176
Issue – 25 June 2018 Appendix 3B – 5 July 2018	20,000,000	Quoted Options ⁴	Options issued to investors who subscribed under the placement announced by the Company on 8 February 2018.	Nil cash consideration (free attaching to Shares issued under the placement on a 1:2 basis)	Consideration: Issued to reward investors for their participation in the placement undertaken by the Company. Current value ⁶ = \$80,000
Issue – 22 June 2018 Appendix 3B – 5 July 2018	35,051	Shares ²	Employees of the Company in accordance with the Stock Incentive Plan.	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current value ⁶ = \$315
Issue – 18 June 2018 Appendix 3B – 18 June 2018	3,250,559	Shares ²	Eligible shareholders who participated in the Entitlement Offer.	\$0.043 per Share	Amount raised = \$139,774 Amount spent = \$139,774 Use of funds = Ongoing optimization of the marketing and operation of competitions on the Megastar platform, corporate costs, general working capital. Amount remaining = \$0
	812,639	Quoted Options ⁴		Nil cash consideration (free attaching to Shares issued under the Entitlement Offer on a 1:4 basis)	Consideration: Issued to reward eligible shareholders for their participation in the entitlement issue undertaken by the Company. Current value ⁶ = \$3,251
Issue – 2 May 2018 Appendix 3B – 3 May 2018	1,500,000	Unquoted Options ³	Mr Douglas Barry	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current value ⁶ = \$56,960

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: MSM (terms are set out in the Constitution).
3. Unquoted Options, exercisable at \$0.043 each, on or before 2 May 2028.
4. Quoted Options, exercisable at \$0.10 each, on or before 7 November 2019, ASX Code: MSMOA.

5. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
6. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.009) or Options (\$0.004) as the context requires on the ASX on 20 September 2018. In respect of unquoted Equity Securities the value of Options 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 Option, 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 Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary Share.

2. Exercise Price and Expiry Date

The Options are exercisable at \$0.10 each at any time up to 5.00pm (WST) on 7 November 2019 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

3. Exercise

The Options are exercisable by delivering to the registered office of the Company a notice in writing (**Notice of Exercise**) stating the intention of the Option holder to exercise a specified number of Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Options remaining.

4. Timing of issue of Shares upon exercise

After an Option is validly exercised, the Company must as soon as possible following receipt of the Notice of Exercise and receipt of cleared funds equal to the subscription monies due:

- (a) issue the Shares;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 5 Business Days after the date of exercise of the Option;

5. Ranking of Shares

Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

6. Transferability

Subject to the Corporations Act, Constitution and the Listing Rules, the Options are transferable.

7. Quotation of Options

The Company will apply to ASX for quotation of the Options.

8. Quotation of Shares on exercise

The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.

9. Participation rights

The Option holder is not entitled to participate in any issue to existing Shareholders of Securities unless they have exercised their Options before the "record date" for determining entitlements to the issue of Securities and participate as a result of holding Shares. The Company must give the Option holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.

10. Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which the Option holder is entitled to and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

11. Amendments

There will be no change to the exercise price of the Options in the event the Company makes a pro rata rights issue of Securities.

12. Adjustments

Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.

13. Governing law

These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.


ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

MOBILE DEVICE PROXY APPOINTMENT

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.


2018 ANNUAL GENERAL MEETING 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 Chair of the meeting

OR


PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

 or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair 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 Annual General Meeting of the Company to be held **at The Celtic Club, 48 Ord Street, West Perth, WA 6005 on 26 April 2019 at 9:00am (WST)** 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, 12, 13 and 14 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 12, 13 and 14 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Chair's voting intention in relation to undirected proxies:

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

STEP 2
VOTING DIRECTIONS
Resolution

Resolution	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Adam Wellisch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Chris Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Shares to the Riva Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Options to the Riva Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue of Emerald Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Prior Issue of Emerald Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Issue of Shares on Conversion of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Issue of Shares and Options to Emerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Issue of Shares to Brand TV	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Issue of Shares to Dion Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Issue of Shares to Related Party - Mr Adam Wellisch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Issue of Shares to Related Party - Mr Mark Clements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Ratification of issue of Bridge Loan Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Issue of Placement Options to CPS Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Issue of Entitlement Offer Options to CPS Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Issue of Shares to CPS Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 Issue of Shares to EAS Advisors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* 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

This form shows 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 Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, 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.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

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 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 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 permitted by law. If you mark more than one box on an 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 Chair) 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, 12, 13 and 14, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 12, 13 and 14.

PLEASE NOTE: If you appoint the Chair 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), the Chair may 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 PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 9:00am (WST) on 24 April 2019, 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 PROXY APPOINTMENT

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



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033