



MOKO.mobi Limited
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NOTICE OF ANNUAL GENERAL MEETING 2009

Dear Shareholder,

On behalf of the Board, I have pleasure in inviting you to the Annual General Meeting of the members of MOKO.mobi Limited (**Company**).

The Annual General Meeting will be held at the offices of PKF, Level 10, 1 Margaret Street, Sydney on Wednesday 30 September 2009, commencing at 2.00pm.

The formal Notice of Annual General Meeting is attached. Please read this carefully.

If you have elected to receive a hard copy of the Company's Annual Report, a copy of that Report is enclosed with this letter. A copy of the Company's Annual Report is also now available on the Company's website (corporate.moko.mobi).

The Directors are of the opinion that the adoption of each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the shareholders of the Company. However, where a Director has an interest in the outcome of a particular resolution, he or she has refrained from making a recommendation.

Accordingly, where applicable, the Directors recommend that you vote in favour of each of the resolutions set out in the Notice of Annual General Meeting.

If you are unable or unwilling to attend the Meeting, the Directors urge you to vote on all the resolutions by completing and returning the accompanying Proxy Form directly to the Company in the manner set out in that Proxy Form. The Company must receive your duly completed Proxy Form by no later than 2.00 pm (Sydney time) on 28 September 2009.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'G McCann'.

G McCann
Chairman
31 August 2009

NOTICE OF ANNUAL GENERAL MEETING 2009

The Annual General Meeting of MOKO.mobi Limited ABN 35 111 082 485 (**Company**) will be held at the offices of PKF, Level 10, 1 Margaret Street, Sydney on Wednesday 30 September 2009, commencing at 2.00pm.

Unless expressly provided otherwise, each capitalised term used in this Notice has the same meaning as is ascribed to it in the Glossary at the end of these Documents.

A G E N D A

BUSINESS

Consideration

Annual Accounts and Reports

To receive and consider the income statements, balance sheets and cash flow statements of the Company and its controlled entities, the statement by the Directors and the reports of the Directors and auditors for the year ended 30 June 2009.

Resolution 1 - Election of Director

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

“That Mr Greg McCann, who retires in accordance with Article 13.2 of the Constitution and being eligible, offers himself for re-election, be re-elected a Director.”

Resolution 2 - Election of Director

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

“That Ms Christine Kennedy, who retires in accordance with Article 13.2 of the Constitution and being eligible, offers herself for re-election, be re-elected a Director.”

Resolution 3 - Remuneration Report

To consider, and if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

“That the Company’s remuneration report for the year ended 30 June 2009 be adopted.”

Resolution 4 – Approval of issue of Director Options to Ian Rodwell

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

“That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Part 2E.1 of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot 3,000,000 Director Options to Ian Rodwell or his nominee, for the purposes and the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 5 – Approval of issue of Director Options to Greg McCann

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

“That, subject to the passing of Resolution 1, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Part 2E.1 of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot 1,000,000 Director Options to Greg McCann or his nominee, for the purposes and the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 6 – Approval of issue of Director Options to Peter Yates

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

“That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Part 2E.1 of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot 1,000,000 Director Options to Peter Yates or his nominee, for the purposes and the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 7 – Approval of issue of Director Options to Stuart Simson

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

“That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Part 2E.1 of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot 250,000 Director Options to Stuart Simson or his nominee, for the purposes and the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 8 – Approval of issue of Director Options to Christine Kennedy

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

“That, subject to the passing of Resolution 2, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Part 2E.1 of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot 250,000 Director Options to Christine Kennedy or her nominee, for the purposes and the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 9 – Approval of issue of Staff Options

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

“That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the Company to issue and allot up to 2,000,000 Staff Options to employees of the Company or their nominees as determined by the Directors, for the purposes and the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 10 – Ratification of prior issue of Options to Tim Gepp

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

“That, for the purposes of Listing Rule 7.4 of the ASX Listing Rules and for all other purposes, the Shareholders ratify and approve the allotment and issue of 400,000 TG Options, for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 11 – Ratification of prior issues of Securities

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

“That, for the purposes of Listing Rule 7.4 of the ASX Listing Rules and for all other purposes, the Shareholders ratify and approve the allotment and issue of 5,833,335 Shares and 2,916,668 Placement Options, for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 12 – Approval for placement of 2,777,778 Shares and 1,388,889 Placement Options to Triscreen Media Group

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

“That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Shareholders approve the issue of 2,777,778 Shares and 1,388,889 Placement Options to Triscreen Media Group, for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 13 – Approval for placement of 8,857,144 Shares to Triscreen Media Group and others

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

“That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the issue of 8,875,144 Shares (collectively) to Triscreen Media Group, Ian Niven Goldie and Western Pacific Corporate Investments Pty Limited, for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 14 – Approval for placement of 3,055,715 Shares to P & S Yates Holdings Pty Limited

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

“That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules and for all other purposes, approval is given for the Company to issue and allot 3,055,715 Shares to P & S Yates Holdings Pty Limited, for the purpose and on the terms

and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 15 – Approval for placement of \$680,000 by the issuing of Shares, with a further approval to accept additional subscriptions up to \$500,000

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

“That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the issue of 9,714,286 Shares at an issue price of 7 cents per Share, with the ability to accept additional subscriptions for up to an additional 7,142,858 Shares at an issue price of 7 cents per Share, within three months from the date of the giving of the abovementioned approval, for the purpose and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 16 – Approval for the raising of up to \$3,000,000 by the issuing of Shares within three months from the date of approval

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

“That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the Company to raise up to \$3,000,000 by the issuing of Shares at a price not lower than a 20% discount to the average market price of the Shares over the last five (5) days on which sales were recorded before the issue is made (in accordance with ASX Listing Rules 7.3.3), within three months from the date of the giving of the abovementioned approval, for the purpose and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Explanatory Memorandum

Attached to and forming part of this Notice is the Explanatory Memorandum which provides Shareholders with background information and further details on the Resolutions to be considered at the Meeting, in accordance with the ASX Listing Rules.

By Order of the Board



AW BURSILL
COMPANY SECRETARY
31 August 2009

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Annual General Meeting (**Notice**) of MOKO.mobi Limited ABN 35 111 082 485 (**Company**) to be held at the offices of PKF, Level 10, 1 Margaret Street, Sydney on Wednesday 30 September 2009, commencing at 2.00pm.

Unless expressly provided otherwise, each capitalised term used in this Explanatory Memorandum has the same meaning as is ascribed to it in the Glossary at the end of these Documents.

A. Consideration of Accounts and Reports

The Company's Financial Report for the year ended 30 June 2009 is set out in the Company's 2009 Annual Report. In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (612) 9419 2944. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting, that is by no later than 2.00pm on Wednesday 23 September 2009.

B. Resolutions 1 and 2 – Re-election of Directors

Article 13.2 of the Constitution requires one-third of Directors to retire from office at the Company's annual general meeting. The retiring Directors, Mr Greg McCann and Ms Christine Kennedy, are eligible for re-election and accordingly submit themselves for re-election as a Director of the Company.

C. Resolution 3 – Remuneration Report

As required under the Corporations Act, listed companies are required to provide enhanced disclosure of Director's remuneration in the Company's Annual Report.

The Company is also required to propose to its Shareholders at its Annual General Meeting a non-binding advisory resolution on the Remuneration Report prepared by the Directors, and to allow questions and comments on this Remuneration Report by Shareholders.

D. Resolution 4 – Issue of Director Options to Ian Rodwell

Resolution 4 seeks the approval of Shareholders to issue and allot 3,000,000 Director Options to Ian Rodwell or his nominee, to incentivise his future performance.

Ian Rodwell has previously been issued with the following Options and Shares as reward for past performance and as an incentive for future performance:

- 1,000,000 Shares for nil consideration in April 2007 in accordance with terms of his employment contract;
- 3,000,000 Options granted in July 2007, with an expiry date of 15 June 2012, and an exercise price of 20 cents each; and
- 3,000,000 Options granted in December 2008, with an expiry date of 25 July 2013, and an exercise price of 10 cents each.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Ian Rodwell is a Director, he is, by definition, also a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 4 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 4 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Section 208 of the Corporations Act also requires the Company to obtain Shareholder approval and to comply with the Corporations Act in relation to Resolution 4. The Corporations Act requires that, except in certain specific situations, a public company may not give a financial benefit to a related party, without prior shareholder approval.

Granting an Option is included in the concept of giving a "financial benefit" (Section 229(3)(e) of the Corporations Act) and a director of a public company is a "related party" of that public company (Section 228 of the Corporations Act).

In accordance with the disclosure requirements of Listing Rule 10.13 and Section 208 of the Corporations Act:

- A. The Company proposes to issue 3,000,000 Directors Options to Ian Rodwell or his nominee.
- B. The maximum number of securities to be issued to Ian Rodwell pursuant to Resolution 4 is 3,000,000 Director Options.
- C. The Company proposes to issue the Director Options pursuant to Resolution 4 as soon as reasonably practicable after Resolution 4 is approved by Shareholders, but in any case by no later than 1 month after the date of passage of Resolution 4.
- D. Ian Rodwell is a Director of the Company.
- E. The Director Options will be issued for no cash consideration and the material terms of the Director Options are contained within the summary of Additional Information for Resolutions 4, 5, 6, 7 and 8 set out below in Paragraph D below.
- F. There will be no funds raised by the issue of the Directors Options under Resolution 4.
- G. In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 4 by:

- Ian Rodwell or his nominee; and
- any associate of Ian Rodwell or his nominee.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 4

The non-associated Directors believe it is in the best interests of the Company to grant the Director Options the subject of Resolution 4 to Ian Rodwell, as the nature and scale of the Company's operations handicaps the ability of the Company to attract and retain experienced and appropriately qualified personnel through the payment of cash remuneration in excess of what is already being offered. The use of Director Options as supplementary remuneration assists in overcoming this handicap.

Each of the non-associated Directors who is entitled to vote, will vote their Shares in favour of Resolution 4 and recommend that Shareholders vote in favour of Resolution 4.

Additional Information for Resolutions 4, 5, 6, 7 and 8

The material terms and conditions for the Director Options proposed to be issued under Resolutions 4, 5, 6, 7, and 8 are as follows:

- Subject to the terms and conditions below, each Director Option will entitle the holder (**Holder**) to subscribe for one Share at an exercise price of A\$0.12 each (**Exercise Price**).
- The Director Options that are the subject of Resolutions 5, 6, 7 and 8 will vest immediately upon allotment.
- The Director Options that are the subject of Resolution 4 will not vest unless and until the Company achieves a minimum break-even position in two consecutive Quarters between the date of this Notice and 31 December, 2010, for the purposes of which profit will be calculated after excluding all non-operating income such as grants, interest income and analogous receipts. The Board will have the right to request confirmation of such performance from the Company's auditors.
- All Director Options will expire on 25 July 2013 (**Expiry Date**). Director Options not exercised on or before the Expiry Date will automatically lapse.
- If permitted by the Board, Director Options may be issued to a nominee of the Holder.
- The Director Options are not transferable except with the prior consent of the Board.
- Shares issued and allotted pursuant to the exercise of Director Options will rank equally in all respects with the then existing Shares and will be subject to the provisions of the Constitution.

- Subject to the following paragraphs, a Director Option does not confer the right to participate in new issues of securities by the Company without first exercising that Directors Option. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify the Holders of Directors Options of the details of the new issue by the relevant date for the particular issue as determined in accordance with the Listing Rules.
- Adjustments to the number of Shares underlying each Director Option and/or the Exercise Price will be made in accordance with the requirements of the Listing Rules to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- The terms of the Director Options do not prevent the Director Options being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of a Holder of a Director Option may be changed to the extent necessary to comply with those Listing Rules that apply to a reorganisation of capital at the time of the reorganisation.
- In the event of any reconstructions of the Company's issued capital, Director Options will be treated in the following manner:
 - in the event of a consolidation of the Shares, the number of Director Options will be consolidated in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a subdivision of the Shares, the number of Director Options will be subdivided in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a pro-rata cancellation of Shares, the number of Director Options will be reduced in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio; and
 - in the event of any other reconstruction of the issued capital of the Company, the number of Director Options or the Exercise Price or both will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on the Holders of the Director Options which are not conferred on Shareholders.
- The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued and allotted on the exercise of a Director Option, but gives no assurance or undertaking that such quotation will be granted or maintained.
- If the Company is liquidated, all unexercised Director Options will lapse.

The Director Options that are the subject of these Resolutions have an assessed valuation of \$252,400.00 (using a price per Option of 4.59 cents per Director Option, being the mid-point of valuation of Directors Options as provided in the valuation report prepared by Stantons International Securities Pty Ltd (SIS), a copy of which is attached at Appendix "A" to the Documents (SIS Report)) based on the assessed fair value of the Director Options as calculated in the SIS Report. It is noted that SIS has valued the Director Options to be in a range of values between **4.26 cents** to **4.82 cents** per Director Option, based on volatilities ranging from 150% to 200%.

The fair value of the Director Options has been independently determined using a Black-Scholes option pricing model that takes into account the Exercise Price, the term of the Director Option, the impact of dilution, the Share price at grant date, the expected volatility of

the underlying Share, the expected dividend yield and the risk free rate for the term of the Director Option.

The model inputs for the calculation of the range of values of these Director Options include:

- (i) Director Options are granted for no consideration, have a maximum life of 3.8 years, with all Director Options vesting immediately;
- (ii) Expected Grant Date: 10 October 2009;
- (iii) Exercise Price: \$0.12;
- (iv) Expiry Date: 25 July 2013;
- (v) ASX quoted Share price at valuation date: \$0.065;
- (vi) Expected Price Volatility of the Shares: 150%;
- (vii) Expected Dividend Yield: nil; and
- (viii) Risk-Free Interest Rate: 5.035%.

It is noted that the valuation has included a discount of 20% on the basis that the Director Options will not be quoted on the ASX.

The remuneration of the Directors for the year ending 30 June 2009 (noting, for the sake of clarity, that this is exclusive of the proposed Director Options, being the subject of Resolutions 4, 5, 6, 7 and 8) is as follows:

2009	SHORT- TERM			POST-EMPLOYMENT		SHARE-BASED		Total \$
	Salary & Fees \$	Consultancy Fees \$	Non monetary benefits \$	Super- annuation \$	Retirement benefits \$	Shares \$	Options \$	
Non-Executive Directors								
Greg McCann	59,633	-	-	5,367	-	-	10,250	75,250
Christine Kennedy	27,523	-	-	2,477	-	-	10,250	40,250
Stuart Simson	-	-	-	30,000	-	-	10,250	40,250
Martin Hoffman *	68,923	-	-	5,250	-	-	51,250	125,423
Peter Yates	-	-	-	-	-	-	-	-
Executive Directors								
Ian Rodwell	184,734	-	15,266	18,000	-	-	95,276	313,276
TOTAL	340,813	-	15,266	61,094	-	-	177,276	594,449

After the passing of the Resolutions 4, 5, 6, 7, 8 and 9, the Directors and Employee interests in Shares and Options will be as follows:

Security Holder	Ordinary Shares ****	Options (10c, 25 July 2013) **	Options (20c, 25 July 2013) **	Director / Employee Options (20c, Exp 15 Dec 2012) ***	Director / Employee Options (10c, Expire 25 July 2013) ***	Director / Employee Options (12c, Expire 25 July 2013) (subject to Shareholder approvals)	Total (all Shares and Options)
Greg McCann *	528,995	Nil	Nil	1,000,000	Nil	1,000,000	2,528,995
Ian Rodwell *	3,160,000	5,000	Nil	3,000,000	3,000,000	3,000,000	12,165,000
Stuart Simson *	Nil	Nil	Nil	1,000,000	Nil	250,000	1,250,000
Christine Kennedy *	Nil	Nil	Nil	1,000,000	Nil	250,000	1,250,000
Martin Hoffman	2,070,000	10,000	Nil	5,000,000	Nil	Nil	7,080,000
Peter Yates *	12,382,258	2,053,542	Nil	Nil	Nil	1,000,000	15,435,800
Employees *	90,000	Nil	Nil	2,165,000	1,800,000	2,000,000	6,055,000
Others	68,581,668	8,231,410	2,916,668	Nil	Nil	Nil	79,729,746
TOTAL	86,812,921	10,299,952	2,916,668	13,165,000	4,800,000	7,500,000	125,494,541

* The Options disclosed in this table include Director Options and Staff Options proposed to be issued under Resolutions 4, 5, 6, 7, 8 and 9.

** Granted as part of a Share placement

*** Granted for nil consideration to reward past performance and incentivise future performance

**** Excluding any Shares proposed to be placed under the other Resolutions to be proposed at this Meeting.

The table immediately below sets out the dilutionary effect that, subject to obtaining the necessary Shareholder approvals, the proposed issue of the Director Options that are the subject of Resolutions 4, 5, 6, 7, 8 and 9 and the Staff Options that are the subject of Resolution 9, will have.

Security Holder	Fully Diluted Holding in Company before passing of Resolutions 4, 5, 6, 7, 8 and 9	Fully Diluted Holding in Company before passing of Resolutions 4, 5, 6, 7, 8 and 9
Greg McCann	1.30%	2.02%
Ian Rodwell	7.77%	9.69%
Stuart Simson	0.85%	1.00%
Christine Kennedy	0.85%	1.00%
Martin Hoffman	6.00%	5.64%

Security Holder	Fully Diluted Holding in Company before passing of Resolutions 4, 5, 6, 7, 8 and 9	Fully Diluted Holding in Company before passing of Resolutions 4, 5, 6, 7, 8 and 9
Peter Yates	12.23%	12.30%
Employees	3.44%	4.82%
Others	67.57%	63.53%
Total	100.00%	100.00%

E. Resolution 5 – Issue of Director Options to Greg McCann

Resolution 5 seeks the approval of Shareholders to issue and allot 1,000,000 Director Options to Greg McCann or his nominee, to incentivise future performance.

Greg McCann has previously been issued with the following Options and Shares as reward for past performance and as an incentive for future performance:

- 1,000,000 Options granted in July 2007, expiry 15 June 2012, exercise price 20c each.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- a related party; or
- a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Greg McCann is a Director, he is, by definition, also a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 5 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 5 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Section 208 of the Corporations Act also requires the Company to obtain Shareholder approval and to comply with the Corporations Act in relation to Resolution 5. The Corporations Act requires that, except in certain specific situations, a public company may not give a financial benefit to a related party, without prior shareholder approval.

Granting an Option is included in the concept of giving a "financial benefit" (Section 229(3)(e) of the Corporations Act) and a director of a public company is a "related party" of that public company (Section 228 of the Corporations Act).

In accordance with the disclosure requirements of Listing Rule 10.13 and Section 208 of the Corporations Act:

- The Company proposes to issue 1,000,000 Directors Options to Greg McCann or his nominee.
- The maximum number of securities to be issued to Greg McCann is 1,000,000 Director Options.
- The Company proposes to issue the Director Options pursuant to this Resolution as soon as reasonably practicable after Resolution 5 is approved by Shareholders, but in any case by no later than 1 month after the date of the date of passage of Resolution 5.

- D. Greg McCann is a Director of the Company.
- E. The Director Options will be issued for no cash consideration and the material terms of the Director Options are contained within the summary of Additional Information for Resolutions 4, 5, 6, 7 and 8 set out under Paragraph D above.
- F. There will be no funds raised by the issue of the Directors Options under Resolution 5.
- G. In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 5 by:
- Greg McCann or his nominee; and
 - any associate of Greg McCann or his nominee.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 5

The non-associated Directors believe it is in the best interests of the Company to grant the Director Options the subject of Resolution 5 to Greg McCann, as the nature and scale of the Company's operations handicaps the ability of the Company to attract and retain experienced and appropriately qualified personnel through the payment of cash remuneration in excess of what is already being offered. The use of Director Options as supplementary remuneration assists in overcoming this handicap.

Each of the non-associated Directors who is entitled to vote, will vote their Shares in favour of Resolution 5 and recommend that Shareholders vote in favour of Resolution 5.

Additional Information for Resolution 5

The material terms and conditions for the Director Options proposed to be issued under Resolution 5 are contained within the Section "Additional Information for Resolutions 4, 5, 6, 7 and 8" in Paragraph D above.

F. Resolution 6 – Issue of Director Options to Peter Yates

Resolution 6 seeks the approval of Shareholders to issue and allot 1,000,000 Director Options to Peter Yates or his nominee, to incentivise future performance.

Peter Yates has previously been issued with Shares as reward for past performance and as an incentive for future performance as follows:

- 1,000,000 Shares for nil consideration in April 2007 in compensation for executive search services in relation to the Company's initial public offering.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Peter Yates is a Director, he is, by definition, also a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 6 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 6 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Section 208 of the Corporations Act also requires the Company to obtain Shareholder approval and to comply with the Corporations Act in relation to Resolution 6. The Corporations Act requires that, except in certain specific situations, a public company may not give a financial benefit to a related party, without prior shareholder approval.

Granting an Option is included in the concept of giving a "financial benefit" (Section 229(3)(e) of the Corporations Act) and a director of a public company is a "related party" of that public company (Section 228 of the Corporations Act).

In accordance with the disclosure requirements of Listing Rule 10.13 and Section 208 of the Corporations Act:

- A. The Company proposes to issue 1,000,000 Directors Options to Peter Yates or his nominee.
- B. The maximum number of securities to be issued to Peter Yates pursuant to Resolution 6 is 1,000,000 Director Options.
- C. The Company proposes to issue the Director Options pursuant to Resolution 6 as soon as reasonably practicable after Resolution 6 is approved by Shareholders, but in any case by no later than 1 month after the date of the date of passage of Resolution 6.
- D. Peter Yates is a Director of the Company.
- E. The Director Options will be issued for no cash consideration and the material terms of the Director Options are contained within the summary of Additional Information for Resolutions 4, 5, 6, 7 and 8 set out in Paragraph D above.
- F. There will be no funds raised by the issue of the Director Options under Resolution 6.
- G. In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 6 by:
 - Peter Yates or his nominee; and
 - any associate of Peter Yates or his nominee.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 6

The non-associated Directors believe it is in the best interests of the Company to grant the Director Options the subject of Resolution 6 to Peter Yates, as the nature and scale of the Company's operations handicaps the ability of the Company to attract and retain experienced and appropriately qualified personnel through the payment of cash remuneration in excess of what is already being offered. The use of Director Options as supplementary remuneration assists in overcoming this handicap.

Each of the non-associated Directors who is entitled to vote, will vote their Shares in favour of Resolution 6 and recommend that Shareholders vote in favour of Resolution 6.

Additional Information for Resolution 6

The material terms and conditions for the Director Options proposed to be issued under Resolution 6 are contained within the Section "Additional Information for Resolutions 4, 5, 6, 7 and 8" in Paragraph D above.

G. Resolution 7 – Issue of Director Options to Stuart Simson

Resolution 7 seeks the approval of Shareholders to issue and allot 250,000 Director Options to Stuart Simson or his nominee, to incentivise future performance.

Stuart Simson has previously been issued with the following Options as reward for past performance and as an incentive for future performance:

- 1,000,000 Options granted in July 2007, with an expiry date of 15 June 2012, and an exercise price of 20c each.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Stuart Simson is a Director, he is, by definition, also a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 7 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 7 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Section 208 of the Corporations Act also requires the Company to obtain Shareholder approval and to comply with the Corporations Act in relation to Resolution 7. The Corporations Act requires that, except in certain specific situations, a public company may not give a financial benefit to a related party, without prior shareholder approval.

Granting an Option is included in the concept of giving a "financial benefit" (Section 229(3)(e) of the Corporations Act) and a director of a public company is a "related party" of that public company (Section 228 of the Corporations Act).

In accordance with the disclosure requirements of Listing Rule 10.13 and Section 208 of the Corporations Act:

- A. The Company proposes to issue 250,000 Director Options to Stuart Simson or his nominee.
- B. The maximum number of securities to be issued to Stuart Simson pursuant to Resolution 7 is 250,000 Director Options.
- C. The Company proposes to issue the Director Options pursuant to Resolution 7 as soon as reasonably practicable after Resolution 7 is approved by Shareholders, but in any case by no later than 1 month after the date of the date of passage of Resolution 7.
- D. Stuart Simson is a Director of the Company.
- E. The Director Options will be issued for no cash consideration and the material terms of the Director Options are contained within the summary of Additional Information for Resolutions 4, 5, 6, 7 and 8 set out in Paragraph D above.
- F. There will be no funds raised by the issue of the Directors Options under Resolution 7.
- G. In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 7 by:
 - Stuart Simson or his nominee; and
 - any associate of Stuart Simson or his nominee.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 7

The non-associated Directors believe it is in the best interests of the Company to grant the Director Options the subject of Resolution 7 to Stuart Simson, as the nature and scale of the Company's operations handicaps the ability of the Company to attract and retain experienced and appropriately qualified personnel through the payment of cash remuneration in excess of what is already being offered. The use of Director Options as supplementary remuneration assists in overcoming this handicap.

Each of the non-associated Directors who is entitled to vote, will vote their Shares in favour of Resolution 7 and recommend that Shareholders vote in favour of Resolution 7.

Additional Information for Resolution 7

The material terms and conditions for the Director Options proposed to be issued under Resolution 7 is contained within the Section "Additional Information for Resolutions 4, 5, 6, 7 and 8 in Paragraph D above.

H. Resolution 8 – Issue of Director Options to Christine Kennedy

Resolution 8 seeks the approval of Shareholders to issue and allot 250,000 Director Options to Christine Kennedy or her nominee, to incentivise future performance.

Christine Kennedy has previously been issued with the following Options as reward for past performance and as an incentive for future performance:

- 1,000,000 Options granted in July 2007, with an expiry date of 15 June 2012, and an exercise price of 20c each.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Christine Kennedy is a Director, she is, by definition, also a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 8 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 8 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Section 208 of the Corporations Act also requires the Company to obtain Shareholder approval and to comply with the Corporations Act in relation to Resolution 8. The Corporations Act requires that, except in certain specific situations, a public company may not give a financial benefit to a related party, without prior shareholder approval.

Granting an Option is included in the concept of giving a "financial benefit" (Section 229(3)(e) of the Corporations Act) and a director of a public company is a "related party" of that public company (Section 228 of the Corporations Act).

In accordance with the disclosure requirements of Listing Rule 10.13 and Section 208 of the Corporations Act:

- A. The Company proposes to issue 250,000 Director Options to Christine Kennedy or her nominee.
- B. The maximum number of securities to be issued to Christine Kennedy pursuant to this Resolution is 250,000 Director Options.
- C. The Company proposes to issue the Director Options pursuant to this Resolution as soon as reasonably practicable after Resolution 8 is approved by Shareholders, but in any case by no later than 1 month after the date of the date of passage of Resolution 8.
- D. Christine Kennedy is a Director of the Company.
- E. The Director Options will be issued for no cash consideration and the material terms of the Director Options are contained within the summary of Additional Information for Resolutions 4, 5, 6, 7 and 8 set out in Paragraph D above.
- F. There will be no funds raised by the issue of the Directors Options under Resolution 8.
- G. In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 8 by:
 - Christine Kennedy or her nominee; and

- any associate of Christine Kennedy or her nominee.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 8

The non-associated Directors believe it is in the best interests of the Company to grant the Director Options the subject of Resolution 8 to Christine Kennedy, as the nature and scale of the Company's operations handicaps the ability of the Company to attract and retain experienced and appropriately qualified personnel through the payment of cash remuneration in excess of what is already being offered. The use of Director Options as supplementary remuneration assists in overcoming this handicap.

Each of the non-associated Directors who is entitled to vote, will vote their Shares in favour of Resolution 8 and recommend that Shareholders vote in favour of Resolution 8.

Additional Information for Resolution 8

The material terms and conditions for the Director Options proposed to be issued under Resolution 8 are contained within the Section "Additional Information for Resolutions 4, 5, 6, 7 and 8" in Paragraph D above.

I. Resolution 9 – Approval of Issue of Staff Options

Resolution 9 seeks the approval of Shareholders to issue and allot 2,000,000 Staff Options to employees of the Company or their nominee to incentivise their future performance.

There will be no funds raised by the issue of the Staff Options under this Resolution.

Employees of the Company have previously been issued with Options or Shares as reward for past performance and as an incentive for future performance as follows:

- 2,165,000 Options granted in December 2007, with an expiry date of 15 December 2012, and an exercise price of 20c each; and
- 1,800,000 Options granted in December 2008, with an expiry date of 25 July 2013, and an exercise price of 10c each.

No Directors will be entitled to receive any Staff Options.

In accordance with the disclosure requirements of Listing Rule 7.3:

- The maximum number of Staff Options to be issued under Resolution 9 is 2,000,000.
- The Staff Options will be issued by a date that is no later than 3 months after the date of the date of passage of Resolution 9.
- The Staff Options will be issued for no cash consideration.

- The Staff Options will be issued to current employees of the Company as determined by the Directors.
- The terms of the Staff Options are set out below.
- There will be no funds raised from the issue of the Staff Options.
- The date for allotment is expected to be 10 October 2009.

A summary of the terms and conditions of the Staff Options is set out below. Subject to these terms and conditions, each Staff Option will entitle the holder (**Holder**) to subscribe for one fully paid ordinary share in the Company (**Share**) at an exercise price of A\$0.12 each (**Exercise Price**).

- The Staff Options will vest immediately upon allotment.
- All Staff Options will expire on 25 July 2013 (**Expiry Date**). Staff Options not exercised on or before the Expiry Date will automatically lapse.
- If permitted by the Board, Staff Options may be issued to a nominee of the Holder.
- The Staff Options are not transferable except with the prior consent of the Board.
- Shares issued and allotted pursuant to the exercise of Staff Options will rank equally in all respects with the then existing Shares and will be subject to the provisions of the Constitution.
- Subject to the following paragraphs, a Staff Option does not confer the right to participate in new issues of securities by the Company without first exercising the Staff Option. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify the Holder of a Staff Option of the details of the new issue by the relevant date for the particular issue as determined in accordance with the Listing Rules.
- Adjustments to the number of Shares underlying each Staff Option and/or the Exercise Price will be made in accordance with the requirements of the Listing Rules to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- The terms of the Staff Options do not prevent the Staff Options being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of a Holder of a Staff Option may be changed to the extent necessary to comply with those Listing Rules that apply to a reorganisation of capital at the time of the reorganisation.
- In the event of any reconstructions of the Company's issued capital, Staff Options will be treated in the following manner:
 - in the event of a consolidation of the Shares, the number of Staff Options will be consolidated in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a subdivision of the Shares, the number of Staff Options will be subdivided in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;

- in the event of a pro-rata cancellation of Shares, the number of Staff Options will be reduced in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio; and
 - in the event of any other reconstruction of the issued capital of the Company, the number of Staff Options or the Exercise Price or both will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on the holders of the Staff Options which are not conferred on Shareholders.
- The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Shares issued and allotted on the exercise of a Staff Option, but gives no assurance or undertaking that such quotation or listing will be granted or maintained.
 - If the Company is liquidated, all unexercised Staff Options will lapse.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 9

The Directors believe it is in the best interests of the Company to have the authority to issue the Staff Options the subject of Resolution 9 to assist in rewarding the employees of the Company for past performance and incentivising them for future performance.

Each of the Directors will vote their Shares in favour of Resolution 9 and recommend that Shareholders vote in favour of Resolution 9.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 9 by:

- any employee eligible to participate in the proposed issue of Staff Options under Resolution 9 or who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 9 is passed or their nominee; and
- any associate of any employee eligible to participate in the proposed issued of Staff Options under Resolution 9 or who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, or their nominee.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

J. Resolution 10 – Ratification of prior issue of Options to Tim Gepp

Background

ASX Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of its ordinary issued capital in any 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. This rule provides that where a company in a general meeting ratifies the previous issue of securities made without approval under ASX Listing Rule 7.1 and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder ratification of the issues of Options to Tim Gepp (**TG Option**) is now sought pursuant to ASX Listing Rule 7.4, in order to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital, if required, in the next 12 months without further Shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- the total number of TG Options issued to Tim Gepp was 400,000;
- the TG Options were issued to Tim Gepp for nil cash consideration;
- the terms of the TG Options are set out below; and
- the allottee of all the TG Options was Tim Gepp.

A summary of the terms and conditions of the TG Options issued to Tim Gepp is set out below. Subject to these terms and conditions, each TG Option will entitle the holder (**Holder**) to subscribe for one fully paid ordinary share in the Company (**Share**) at an exercise price of 20 cents (**Exercise Price**).

- All TG Options will expire on 15 December 2012 (**Expiry Date**). TG Options not exercised on or before the Expiry Date will automatically lapse.
- Shares issued and allotted pursuant to the exercise of TG Options will rank equally in all respects with the then existing Shares and will be subject to the provisions of the Constitution.
- Subject to the following paragraphs, a TG Option does not confer the right to participate in new issues of securities by the Company without first exercising the TG Option. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify the Holder of a TG Option of the details of the new issue by the relevant date for the particular issue as determined in accordance with the Listing Rules.
- Adjustments to the number of Shares underlying each TG Option and/or the Exercise Price will be made in accordance with the requirements of the Listing Rules to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- The terms of the TG Options do not prevent the TG Options being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of a Holder of a TG Option may be changed to the extent necessary to comply with the Listing Rules that apply to a reorganisation of capital at the time of the reorganisation.
- In the event of any reconstruction of the Company's issued capital, the TG Options will be treated in the following manner:

- in the event of a consolidation of the Shares, the number of TG Options will be consolidated in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a subdivision of the Shares, the number of TG Options will be subdivided in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a pro-rata cancellation of Shares, the number of TG Options will be reduced in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio; and
 - in the event of any other reconstruction of the issued capital of the Company, the number of TG Options or the Exercise Price or both will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on the Holders of the TG Options which are not conferred on Shareholders.
- The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Shares issued and allotted on the exercise of a TG Option, but gives no assurance or undertaking that such quotation or listing will be granted or maintained.
 - If the Company is liquidated, all unexercised TG Options will lapse.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 10

The TG Options were issued to Tim Gepp upon the commencement of his employment by the Company to incentivise his future performance.

The Board believes that the ratification of this issue of the TG Options is beneficial for the Company. The effect of passing the resolution is to enable the Company to issue securities in the Company under Listing Rule 7.1 without reducing the maximum amount of securities able to be issued by the amount of securities already on issue. In the current financial environment, the Board believes that it is important to maintain the maximum capacity for the Company, under Listing Rule 7.1, to issue further securities so as to permit the Company to raise as much capital as is possible, if the circumstances permit.

The Board recommends Shareholders vote in favour of Resolution 10 as it allows the Company to ratify the above issue of the TG Options and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without obtaining further Shareholder approval.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 10 by:

- Tim Gepp, or his nominee; and
- any associate of Tim Gepp or their nominee.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

K. Resolution 11 – Ratification of prior issues of Securities

Background

ASX Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of its ordinary issued capital in any 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. This rule provides that where a company in a general meeting ratifies the previous issue of securities made without approval under ASX Listing Rule 7.1 and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder ratification of the issues of securities set out below is now sought pursuant to ASX Listing Rule 7.4 to re-instate the Company's capacity to issue up to 15% of its ordinary issued capital, if required, in the next 12 months without further Shareholder approval.

- ASX Listing Rule 7.5 requires the following information to be provided to Shareholders: the total number of securities issued was 5,833,335 Shares and 2,916,668 Options (**Placement Options**);
- the Shares were issued at a price of 9 cents each Share, with one additional Placement Option issued for nil cash consideration for each two Shares issued;
- The total amount raised under the above placement was \$525,000;
- the Shares allotted and issued will rank equally with, and be on the same terms as, the existing Shares on issue;
- the Options issued are not, and will not be, quoted on the ASX;
- the proceeds from the placement were used to provide additional working capital to the Company; and
- the allottees of the Shares and Placement Options are set out in the table below. None of these allottees were related parties of the Company.

Shares

Date	Security Holder	Number of Shares	Price \$	Amount \$
27 Mar 2009	TMG Holding BV	2,777,778	0.09	250,000
01 Apr 2009	Western Pacific Corporate Investments Pty Limited	555,556	0.09	50,000
27 Apr 2009	Windsong Investments Pty Limited	277,778	0.09	25,000
27 Apr 2009	Robert Wittenoom	1,666,667	0.09	150,000
27 Apr 2009	Big Island Beverages Pty Limited	555,556	0.09	50,000

Placement Options

Date	Security Holder	Number of Options	Expiry Date	Exercise (\$)
27 Mar 2009	TMG Holding BV	1,388,889	25 July 2013	0.20
01 Apr 2009	Western Pacific Corporate Investments Pty Limited	277,778	25 July 2013	0.20
27 Apr 2009	Windsong Investments Pty Limited	138,890	25 July 2013	0.20
27 Apr 2009	Robert Wittenoom	833,333	25 July 2013	0.20
27 Apr 2009	Big Island Beverages Pty Limited	277,778	25 July 2013	0.20

A summary of the terms and conditions of the Placement Options is set out below. Subject to these terms and conditions, each Placement Option will entitle the holder (**Holder**) to subscribe for one fully paid ordinary share in the Company (**Share**) at an exercise price of the amount noted in the table above (**Exercise Price**).

- the Placement Options will expire on the applicable date as noted in the table above (each an **Expiry Date**). Placement Options not exercised on or before their respective Expiry Date will automatically lapse.
- Shares issued and allotted pursuant to the exercise of Placement Options will rank equally in all respects with the then existing Shares and will be subject to the provisions of the Constitution.
- Subject to the following paragraphs, a Placement Option does not confer the right to participate in new issues of securities by the Company without first exercising the Placement Option. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify the Holder of a Placement Option of the details of the new issue by the relevant date for the particular issue as determined in accordance with the Listing Rules.
- Adjustments to the number of Shares underlying each Placement Option and/or the Exercise Price will be made in accordance with the requirements of the Listing Rules to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- The terms of the Placement Options do not prevent the Placement Options being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of a Holder of a Placement Option may be changed to the extent necessary to comply with the Listing Rules that apply to a reorganisation of capital at the time of the reorganisation.
- In the event of any reconstructions of the Company's issued capital, Placement Options will be treated in the following manner:
 - in the event of a consolidation of the Shares, the number of Placement Options will be consolidated in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;

- in the event of a subdivision of the Shares, the number of Placement Options will be subdivided in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a pro-rata cancellation of Shares, the number of Placement Options will be reduced in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio; and
 - in the event of any other reconstruction of the issued capital of the Company, the number of Placement Options or the Exercise Price or both will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on the Holders of the Placement Options which are not conferred on Shareholders.
- The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Shares issued and allotted on the exercise of a Placement Option, but gives no assurance or undertaking that such quotation or listing will be granted or maintained.
 - If the Company is liquidated, all unexercised Placement Options will lapse.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 11

The Board recommends Shareholders vote in favour of Resolution 11 as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without obtaining further Shareholder approval.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 11 by:

- participants in the issue the subject of Resolution 11; and
- any associate of the participants in the issue the subject of Resolution 11.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

L. Resolution 12 – Approval for placement of 2,777,778 Shares and 1,388,889 Placement Options to TMG

In March 2009, the Company entered an agreement with TMG whereby TMG agreed to subscribe for 2,777,778 Shares and 1,388,889 Placement Options in the Company for total consideration of \$250,000. Approval is being sought from the Shareholders for ratification of this placement under Resolution 11.

The agreement also provided TMG with the option to subscribe for a further 2,777,778 Shares and 1,388,889 Placement Options by 30 September 2009. As at the date of this

Notice, TMG have not advised whether it wishes to subscribe for the additional Shares and Placement Options as noted above.

Resolution 12 seeks Shareholder approval for the allotment and issue of 2,777,778 Shares at an issue price of 9 cents per Share, along with an additional 1,388,889 Placement Options being issued for nil consideration (**Additional Placement**).

Subject to compliance with the timing requirements of the ASX Listing Rules, when and if TMG indicates that it wishes to exercise its rights under the Additional Placement, the Additional Placement will be made to TMG in order to provide the Company with additional working capital.

Listing Rule 7.1 prohibits a listed company from issuing, during any 12 month period, any equity securities or other securities with rights of conversion to equity (including an Option) if the number of those securities exceeds 15% of its issued capital, unless an exception applies or the issue has the prior approval of Shareholders in general meeting.

The Company is seeking Shareholder approval for the Additional Placement. The effect of the passage of Resolution 12 will be to permit the Directors to issue the Additional Placement securities at any time within 3 months of the Meeting (or a longer period if approved by ASX) without impacting the Company's 15% capacity.

Listing Rule 7.3 requires the following information be provided to Shareholders when seeking approval for the purposes of Listing Rule 7.1:

- (a) the maximum number of Shares to be issued under this resolution is 2,777,778, and the maximum number of Placement Options to be issued under Resolution 12 is 1,388,889;
- (b) the Additional Placement securities will be issued no later than three (3) months after the date of the Meeting (or a longer period if approved by ASX) and it is intended that allotment will occur on the same date;
- (c) the Shares will be issued at a price of 9 cents per Share and the Placement Options will be issued for no cash consideration;
- (d) the Shares and Placement Options will be issued to TMG, who is not a related party of the Company;
- (e) the Shares will rank equally with, and be on the same terms as, the Company's then issued Shares;
- (f) the terms of the Placement Options will be as set out in Paragraph K above in relation to Placement Options;
- (g) the maximum funds raised from placement of shares under this resolution is \$250,000.02 and will be used by the Company for additional working capital.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 12

The Board recommends Shareholders vote in favour of Resolution 12 as it will provide additional working capital to the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 12 by:

- TMG; and
- any associate of TMG.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

M. Resolution 13 – Approval for placement of 8,875,144 Shares to TMG

During August 2009, TMG, Ian Goldie (personally) and Western Pacific Corporate Investments Pty Limited, a company controlled by Mr Goldie, agreed to subscribe for a further 8,857,144 Shares at a price of 7 cents each Share for total consideration of \$620,000.08, subject to Shareholder approval for this transaction being obtained in accordance with the ASX Listing Rules. This agreement forms part of the Company's recent announcement to raise approximately \$1.5 million in new capital at 7 cents per Share.

Resolution 13 seeks Shareholder approval for the allotment and issue of 8,857,144 Shares at an issue price of 7 cents per Share (**Share Placement**).

This Share Placement will be made to provide additional working capital for the Company.

Listing Rule 7.1 prohibits a listed company from issuing, during any 12 month period, any equity securities or other securities with rights of conversion to equity (including an Option) if the number of those securities exceeds 15% of its issued capital, unless an exception applies or the issue has the prior approval of Shareholders in general meeting.

The Company is seeking Shareholder approval for the proposed Share Placement. The effect of this Resolution will be to permit the Directors to issue the Share Placement securities at any time within 3 months of the Meeting (or a longer period if approved by ASX) without impacting the Company's 15% capacity.

Listing Rule 7.3 requires the following information be provided to Shareholders when seeking approval for the purposes of Listing Rule 7.1:

- (a) the maximum number of Shares to be issued under Resolution 13 is 8,857,144;
- (b) the Share Placement securities will be issued no later than three (3) months after the date of the date of passage of Resolution 13 (or a longer period if approved by ASX) and it is intended that allotment will occur on the same date;
- (c) the Shares will be issued at a price of 7 cents per Share;
- (d) the Shares will be issued as follows:
 - (i) to TMG, which is not a related party of the Company, 7,142,858 Shares;
 - (ii) to Ian Niven Goldie, who is not a related party of the Company, 714,286 Shares; and

- (iii) to Western Pacific Corporate Investments Pty Limited, which is not a related party of the Company, 1,000,000 Shares;
- (e) the Shares the subject of Resolution 13 will rank equally with, as be on the same terms as, the Company's then issued Shares; and
- (f) the maximum funds raised from placement of Shares under Resolution 13 will be \$620,000.08 and the Company will use these funds for additional working capital.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 13

The Board recommends Shareholders vote in favour of Resolution 13 as it provides additional working capital to the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 13 by:

- TMG, Ian Goldie (personally) and Western Pacific Corporate Investments Pty Limited, or their nominees; and
- any associate of TMG, Ian Goldie (personally) or Western Pacific Corporate Investments Pty Limited, or of their nominees.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

N. Resolution 14 – Approval for placement of 3,055,715 Shares to P & S Yates Holdings Pty Limited

As noted under Resolution 13, the Company has announced its intention to raise approximately \$1.5 million in new capital at 7 cents per Share.

As part of this capital raising, an entity controlled by Peter Yates has agreed to subscribe for 3,055,715 Shares at 7 cents per Share for total consideration of \$213,900.05.

Resolution 14 seeks Shareholder approval for the allotment and issue of 3,055,715 Shares at an issue price of 7 cents per Share (**Share Placement**) to P&S Yates Holdings Pty Limited, a related party of Peter Yates.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities (subject to certain exceptions set out in Listing Rule 10.12 that are not applicable to the circumstances of the proposed Share issue that is the subject of Resolution 14):

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Peter Yates is a Director, he and any entity that he controls is, by definition, a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 14 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 14 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

It is the view of the Directors that Shareholder approval of Resolution 14 is not required under Chapter 2E of the Corporations Act as Share Placement comes within the arm's length terms exception in Section 210 of the Corporations Act.

Listing Rule 10.13 requires the following information be provided to Shareholders:

- (a) the allottee of the Shares for the purpose of Resolution 14 is P & S Yates Holdings Pty Ltd, a director related entity of Mr Peter Yates (**Related Party**);
- (b) the maximum number of Shares to be issued is 3,055,715;
- (c) the Shares will be issued not later than 1 month after the date of the passage of Resolution 14 (or such later date as permitted by any ASX waiver or modification by the ASX Listing Rules); and
- (d) the Shares will be issued at a price of 7 cents per Share;
- (e) the Shares to be issued will rank equally with, and be on the same terms as, the Company's then issued Shares; and
- (f) the funds raised from the issue will be used as additional working capital for the Company.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 14

The Board recommends Shareholders vote in favour of Resolution 14 as it provides additional working capital to the Company as part of the Company's wider capital raising.

Voting Exclusion Statement

The Company will disregard any votes cast on this by:

- P & S Yates Holdings Pty Ltd; and
- any associate of P & S Yates Holdings Pty Ltd.

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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

O. Resolution 15 – Approval for placement of Shares to the value of up to \$680,000 by the issuing of Shares, with a further approval to accept additional subscriptions up to an additional \$500,000.

As noted under Resolution 13, the Company is seeking to raise approximately \$1.5 million in new capital. After the placements proposed under Resolution 13 and Resolution 14, the Company is seeking to place an additional 9,714,286 Shares with sophisticated investors to raise an additional \$680,000.02, with the ability to issue a further 7,142,858 Shares to raise an additional \$500,000.06 (**Additional Share Placements**).

The Additional Share Placements will be made to provide additional working capital for the Company.

Listing Rule 7.1 prohibits a listed company from issuing, during any 12 month period, any equity securities or other securities with rights of conversion to equity (including an Option) if the number of those securities exceeds 15% of its issued capital, unless an exception applies or the issue has the prior approval of Shareholders in general meeting.

The Company is seeking Shareholder approval for the proposed Additional Share Placement under Resolution 15. The effect of the passage of Resolution 15 will be to permit the Directors to issue the Additional Share Placement Shares at any time within 3 months after the date of the adoption of Resolution 15 (or a longer period if approved by ASX) without impacting the Company's 15% capacity.

Listing Rule 7.3 requires the following information be provided to Shareholders when seeking approval for the purposes of Listing Rule 7.1:

- (a) the maximum number of Shares to be issued under Resolution 15 is 16,857,144;
- (b) the Additional Share Placement securities will be issued no later than three (3) months after the date of the passage of Resolution 15 (or a longer period if approved by ASX) and it is intended that allotment will occur on the same date;
- (c) the Shares will be issued at a price of 7 cents per Share;
- (d) the Shares will be issued to investors who are not related parties of the Company;
- (e) the Shares will rank equally with, and on the same terms as, the Company's then issued Shares; and
- (f) the maximum funds raised from the Additional Share Placement of is \$1,180,000.08 and these funds will be used as additional working capital for the Company.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 15

The Board recommends Shareholders vote in favour of Resolution 15 as it provides additional working capital to the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 15 is passed; and
- any associate of 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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

P. Resolution 16 – Approval for the raising of up to \$3 million by the issuing of Shares within three months from the date of approval

The Company may require additional capital to finance the Company's working capital requirements.

The Company intends to raise the additional funds by means of a private placement to a number of parties at a price determined by market conditions at the time.

In any event, the Company intends to issue Shares at a discount not greater than 20% to the market price of the Shares over the last 5 days on which sales are recorded before the day on which the Shares are issued in accordance with the Listing Rules.

ASX Listing Rule 7.1 requires that a listed company must obtain shareholder approval prior to the issue of Shares, or securities convertible into Shares (such as a convertible note), representing more than 15% of the issued capital of the Company in any 12 month period.

Resolution 16 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the above Shares.

ASX Listing Rule 7.3

Listing Rule 7.3 requires the Notice to include the following information for Shareholders consideration in respect of Resolution 16:

- (a) The maximum number of Shares that will be issued under Resolution 16 is not known. However, the maximum number will not be more than the number of Shares able to be purchased with \$3 million at the price(s) per Share at which the Shares are issued.
- (b) The Shares will be issued and allotted within 3 months of the date of the passage of Resolution 16.
- (c) The Company intends to issue the new Shares that are the subject of Resolution 16 at a discount not greater than 20% calculated in the manner specified above.
- (d) The identity of allottee/s has not yet been determined. The identity of the allottee/s will be at the discretion of the Company or in consultation with any broker the Company may engage to assist in the placing of the Shares or both and who are not related parties.

- (e) The Shares issued will rank equally with, and be on the same terms as, in all respects, the existing Shares.
- (f) The funds raised are intended to provide general working capital to the Company.
- (g) Shares will be allotted progressively.

Directors' recommendation and reasons for recommendation in relation to Resolution 16

The Directors' recommend Shareholders vote in favour of Resolution 16 for the reasons set out in this Explanatory Statement. Subject to the noted exclusions, the Directors' intend to vote their Shares in favour of Resolution 16.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 16 by:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 16 is passed; and
- any associate of 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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Glossary of Terms

ASX means the ASX Limited ACN 008 624 691.

ASX Listing Rules means the rules and procedures issued and enforced by the ASX, as amended from time to time, including all guidance notes and appendices thereto.

Board means the board of Directors, as constituted from time to time.

Company means MOKO.mobi Limited ABN 35 111 082 485.

Constitution means the constitution of the Company, as varied or amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a member of the board of directors of the Company.

Director Option means an Option vesting immediately upon issue with an exercise price of \$0.12 and expiring on 25 July 2013 and otherwise on the terms set out in Paragraph D, under the heading of "Additional Information for Resolutions 4, 5, 6, 7 and 8" in the Explanatory Memorandum.

Documents means each of the Notice, Explanatory Memorandum and the Proxy Form and all other documents, that each constitute part of this booklet and that accompany each other when sent to each Shareholder.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of the Documents.

Meeting or **Annual General Meeting** means the annual general meeting being convened by the Directors and pursuant to the Notice.

Notice means this notice of annual general meeting of the Shareholders that accompanies and forms part of the Documents.

Option means an option to acquire a Share.

Placement Option an Option issued upon the terms set out in Paragraph K of the Explanatory Memorandum.

Proxy Form means the proxy form that accompanies and forms part of the Documents.

Resolution means any one of the resolutions set out in the Notice.

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

Shareholder means the holder of a Share.

Sophisticated investor means a person or entity who satisfies the requirements of section 708(8) of the Corporations Act for the purpose, and at the time, of subscribing for Shares, Options or any other securities in the Company.

Staff Option means an Option vesting immediately upon issue with an exercise price of \$0.12 and expiring on 25 July 2013 and otherwise issued upon the terms set out in Paragraph I of the Explanatory Memorandum.

TG Option has the meaning given to that term in the Explanatory Memorandum.

TMG means Triscreen Media Group.

Interpretation

In these Documents, unless the context requires otherwise:

a reference to a word includes the singular and the plural of the word and vice versa;

- (a) a reference to a gender includes any gender;
- (b) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (c) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (d) headings are included for convenience only and do not affect interpretation;
- (e) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (f) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (g) the terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (h) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (i) reference to “\$”, “A\$”, “Australian Dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia;
- (j) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

Appendix A

SIS Valuation Report for Director Options

Stantons International Securities

ABN 42 128 908 289

PTY LTD

LEVEL 1, 1 HAVELOCK STREET
WEST PERTH WA 6005, AUSTRALIA
PH: 61 8 9481 3188 • FAX: 61 8 9321 1204
www.stantons.com.au

7 August 2009
The Directors
Moko.Mobi Limited
Suite 206 – The Bentleigh
1 Katherine Street
CHATSWOOD NSW 2067

Attention: Mr Andrew Bursill

Dear Sirs,

At the request of Mr Andrew Bursill on 6/7 August 2009, Stantons International Securities hereby sets out our indicative base valuation of share options (“D & E Options”) that may be issued to directors and employees of Moko.Mobi Limited (“MKB” or “the Company”) following a shareholders meeting to be held on or around 10 October 2009. The various assumptions used in arriving at the valuation of the D & E Options are set out below.

Assumptions

1. The Black Scholes Option Valuation Methodology has been used.
2. The deemed issue date of the D & E Options is 10 October 2009 following a planned shareholders meeting. As we are valuing such options for inclusion in a Notice of Meeting and Explanatory Statement, we have used the closing share price of a MKB share as at 6 August 2009 being 6.5 cents but assumed a time to expiry starting from 10 October 2009.
3. The D & E Options have an exercise price of 12 cents each and are exercisable at any time up to 25 July 2013. Based on our assumption in paragraph 2 above, we have determined a base term of 1383 days (3.789 years).
4. The closing price of a fully paid MKB share as at 5 August 2009 was 6.5 cents.
5. The risk free interest rate for a Commonwealth Bond expiring in 2013 is approximately 5.305%.
6. We normally review the volatility of a company’s share based on the prior years trading after taking into account such factors as change in management, changes in activities, significant announcements that have caused a re-rating upwards or downwards in a company’s share price and general market conditions. Over the past 6 months, the shares in MKB have traded in the range of 1.1 cents to 10.0 cents for a volatility factor off the low price of approximately 809%. However we note that the low of 1.1 cents was for one day and that the share price has generally traded above 5 cents albeit on very low volumes. Using an option volatility model, the volatility over a 12 month period to 5 August 2009 approximated 166%. As the valuation is for a Notice of Meeting, we have assumed volatilities of 150%, 175% and 200%. The D & E Options will need to be formally valued as at the date of grant, that is assumed will be on 10 October 2009. At

that date, one volatility factor will be used.

7. The valuations reflected below do not necessarily represent the market value of the D & E Options or the tax value for taxation purposes to the D & E Option holders. The D & E Option holders need to obtain their own taxation advice on the tax effect of receiving the relevant share options. The future value of the D & E Options may be up or down on the value noted below as it will primarily depend on the future share price of a MKB share over the time to expiry of the D & E Options.
8. It is common practice to apply discounts of between 20% and 30% are applied for non transferability and non listed status of options. We note that the options may be freely transferable but may be unlisted. We have applied a nominal discount of 20%. It is noted that there are on market based vesting conditions in relation to the Directors. The vesting conditions are "The Director Options will not vest unless and until the Company achieves a minimum break even in two consecutive quarters between now and 31 December 2010 with such profit calculated after removing all no-operating income such as grants, interest income and the like. The Board will have the right to request confirmation of such performance from the Company's auditors". As the clause is non market related, no discount is applied as a result of the vesting condition. The Board will need at date of grant to estimate the likelihood and timing of the vesting conditions being met and account for the value over the estimated vesting period.
9. **Based on the above assumptions and comments, the fair values are as follows:**

D & E Options

At 150% volatility	4.26 cents
At 175% volatility	4.59 cents
At 200% volatility	4.82 cents

Yours faithfully

STANTONS INTERNATIONAL SECURITIES



John P Van Dieren
Director



MOKO.Mobi Limited

ABN 35 111 082 485

LODGE YOUR VOTE

By mail:
MOKO.mobi Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to:
 Telephone: 1300 554 474
Overseas: +61 2 8280 7111



X99999999999

SECURITYHOLDER VOTING FORM

I/We being a member(s) of MOKO.mobi Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2.00pm on Wednesday, 30 September 2009, at the offices of PKF, Level 10, 1 Margaret Street, Sydney and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Re-election of Mr Greg McCann as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10 Ratification of Prior Issue of Options to Tim Gepp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Ms Christine Kennedy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11 Ratification of Prior Issues of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Remuneration Report (non-binding advisory resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12 Approval of Placement of 2,777,778 Shares and 1,388,889 Options to TMG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Issue of Director Options to Ian Rodwell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 13 Approval of Placement of 8,857,144 Shares to TMG and others	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of Issue of Director Options to Greg McCann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 14 Approval of the Placement of 3,055,715 Shares to P & S Yates Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Issue of Director Options to Peter Yates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 15 Approval of the Placement of \$680,000 by the issuing of Shares, with a further approval to accept additional subscriptions up to \$500,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of Issue of Director Options to Stuart Simson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 16 Approval for the raising of up to \$3,000,000 by the issuing of Shares within three months from the date of approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of Issue of Director Options to Christine Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 9 Approval of Issue of Staff Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* If you mark the Abstain box for a particular Item, 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

IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 5 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 5 and your votes will not be counted in calculating the required majority if a poll is called on this Item.
The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5.

STEP 4

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

MKB PRX902



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

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

Votes on Items of Business - Proxy Appointment

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

Appointment of 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 the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach 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 also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the 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 form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 2.00pm on Monday, 28 September 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



by mail:

MOKO.mobi Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.