



LOOP MOBILE LIMITED

ABN 35 111 082 485

NOTICE OF ANNUAL GENERAL MEETING 2007

Dear Shareholder,

On behalf of the Board, I have pleasure in inviting you to the Annual General Meeting of the members of Loop Mobile Limited.

The meeting will be held at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney on Thursday 29 November 2007, commencing at 2.30pm.

The formal Notice of 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 attached to this Notice. A copy of the Annual Report is also now available on the Company's website (www.loopmobilelimited.com).

Your Directors are unanimously of the opinion that the resolutions to be proposed at the Annual General Meeting are in the best interests of shareholders of the Company. Accordingly, they recommend you vote in favour of the resolutions set out in the Notice of Meeting.

Yours Faithfully

A handwritten signature in black ink, appearing to read "G McCann". The signature is fluid and cursive, written over a light blue horizontal line.

G McCann
Chairman
29 October 2007

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NOTICE OF ANNUAL GENERAL MEETING 2007

The Annual General Meeting of Loop Mobile Limited will be held at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney on Thursday 29 November 2007, commencing at 2.30pm.

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 2007.

Resolution 1 - Election of Director

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

“That Mr Greg McCann retires in accordance with Clause 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 ordinary resolution:

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

Resolution 3 - Election of Director

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

“That Mr Stuart Simson retires in accordance with Clause 13.2 of the Constitution and being eligible, offers himself for re-election, be re-elected a Director.”

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Resolution 4 - Remuneration Report

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

"That the Company's Remuneration Report for the year ended 30 June 2007 be adopted."

Resolution 5 – Approval of Staff Share Option Plan

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 7.2 (Exception 9) of the ASX Listing Rules and for all other purposes, approval is given for the Company to adopt a staff share option (**Plan**), a summary of which is set out in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 6 – Appointment of Auditor

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

"That Grant Thornton, having consented to do so, be appointed as the auditor of the Company."

Voting Exclusion Statement

According to the Listing Rules of the Australian Securities Exchange, the Company will disregard any votes cast on:

- Resolutions 1, 2, 3, 4, 6 Not applicable
- Resolution 5 The Company will disregard any votes cast on this resolution by the employees of the Company (except those who are ineligible to participate in the Plan), and any of their associates.

However, the Company will not disregard a vote if it is cast by:

- a person who is a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

It is the Chairman's intention to vote open proxies in favour of all Resolutions.

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Explanatory Notes

Attached to and forming part of this Notice of Meeting are the Explanatory Notes which provide shareholders with background information and further details on the resolutions to be considered at the meeting, in accordance with the Listing Rules of the Australian Securities Exchange.

By Order of the Board

A handwritten signature in black ink, appearing to read 'A. Bursill', written in a cursive style.

AW BURSILL
COMPANY SECRETARY
29 October 2007

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NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Loop Mobile Limited
C/- Link Market Services Ltd
Locked Bag A14
Sydney South, NSW, 1235

Fax: (02) 9287 0309

Delivery to Level 12, 680 George St, Sydney, NSW, 2000

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. For the purposes of the Annual General Meeting, persons on the register of members as at 7pm on Tuesday 27 November 2007 will be treated as shareholders. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

EXPLANATORY NOTES:

These explanatory notes form part of the Notice of Annual General Meeting ("Notice") of Loop Mobile Limited "Company") to be held at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney on Thursday 29 November 2007, commencing at 2.30pm.

Resolutions 1, 2 and 3 – Re-election of Directors

Clause 13.2 of the Company's Constitution requires all Directors to retire from office at the Company's first annual general meeting. Each of the retiring Directors are eligible for re-election and accordingly submit themselves for re-election as Directors of the Company.

Resolution 4 – Remuneration Report

As required under the Corporations Act 2001, listed companies are required to provide enhanced disclosures of directors and remuneration in the Company's Annual Report.

The company is now required to propose to its shareholders at its AGM 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.

Resolution 5 – Approval of Staff Share Option Plan

Resolution 5 seeks the approval of Shareholders for the adoption of a staff share option plan (**Plan**).

Resolution 5 is placed before Shareholders in accordance with Exception 9 of Listing Rule 7.2. If Resolution 5 is passed, the Company will be able to issue options under the Plan without impacting on the Company's ability to issue up to 15% of its total ordinary securities without shareholder approval in any 12 month period.

Shareholders should note that no options have previously been issued under this Plan and the objective of the Plan is to attract, motivate and retain key employees.

A copy of the Plan can be sent to you on written request to the Company. It is considered by the Directors that the adoption of the Plan and the future grant of options under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company. The Directors may, in their absolute discretion, determine those eligible employees to whom an offer to participate in the Plan will be made. Directors are not eligible to participate in this plan.

A summary of the terms and conditions of the Plan is set out below:

Maximum Number of "A" Class Staff Options to be issued:	1,250,000
Maximum Number of "B" Class Staff Options to be issued	625,000
Maximum Number of "C" Class Staff Options to be issued	625,000

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1. Subject to these terms and conditions, each Staff Option will entitle the holder ("**Holder**") to subscribe for one fully paid ordinary share in Loop ("**Share**") at an issue price of A\$0.20 each ("**Exercise Price**").
 2. The earliest exercise date of the "A" Class Staff Options is 15 December 2007.
 3. The earliest exercise date of the "B" Class Staff Options is 15 December 2008.
 4. The earliest exercise date of the "C" Class Staff Options is 15 December 2009.
 5. All Staff Options will expire on 15 December 2012 ("**Expiry Date**"). Options not exercised on or before the Expiry Date will automatically lapse.
 6. If permitted by the Loop Board, Options may be issued to a nominee of the Holder.
 7. The Options are not transferable except with the prior consent of the Loop Board.
 8. There are no participating rights or entitlements inherent in the Staff Options and Holders will not be entitled to participate in new issues of capital that may be offered to Loop shareholders.
 9. Subject to the rights above, holders shall have the right to exercise their Staff Options prior to the date for determining entitlements to any capital issues to the then existing Loop shareholders made during the term of the Staff Options, and will be granted a period of at least 10 business days before the record date to exercise the Staff Options.
 10. If, prior to any earliest Exercise Date, the Holder ceases to be an employee of Loop for any reason (other than permanent disability, redundancy or death, or by resolution of the Board), the options having that and any later earliest exercise Date will automatically lapse.

Resolution 6 – Appointment of Auditor

Grant Thornton was appointed as auditor of the Company in accordance with section 327A(1) of the Corporations Act. That appointment will lapse, pursuant to section 327A(2) of the Corporations Act, at the Company's first annual general meeting.

Section 327B(1) requires the appointment of an auditor at a Company's first annual general meeting. The Company proposes, and a shareholder has nominated, that Grant Thornton be appointed. Grant Thornton has consented to the firm's appointment. A copy of the shareholder's nomination is set out below.

Nomination of Auditor

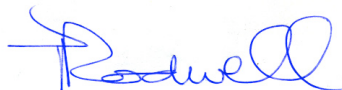
19 October 2007

Mr Andrew Bursill
Company Secretary
Suite 118, 133 Alexander Street
Crows Nest NSW 2060

Nomination of Grant Thornton as auditor of Loop Mobile Limited

I, Ian Rodwell, being a shareholder of Loop Mobile Limited, pursuant to section 328 of the Corporations Act 2001, nominate Grant Thornton for appointment as auditor of the Company at the next Annual General Meeting of the Company.

Yours sincerely



Ian Rodwell

Consideration of Financial Report

The Financial Report for the year ended 30 June 2007 is set out in the Company's 2007 Annual Report. In accordance with the Corporation Act 2001, 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 2.30pm on Thursday 22nd November 2007.

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APPOINTMENT OF PROXY

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.

I/We being a member(s) of Loop Mobile Limited and entitled to attend and vote hereby appoint

A 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 to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2:30pm on Thursday, 29 November 2007, at Grant Thornton, Level 17, 383 Kent Street, Sydney and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

ORDINARY BUSINESS

Resolution 1

Re-election of Mr Greg McCann as a Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Re-election of Ms Christine Kennedy as a Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 3

Re-election of Mr Stuart Simson as a Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4

Adoption of the Remuneration Report for the year ended 30 June 2007 (Note: the vote on this resolution is advisory only and does not bind the Directors or the Company)

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 5

Approval of Staff Share Option Plan

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 6

Appointment of Auditor

For	Against	Abstain*
<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.

C 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 securityholder's constitution and the *Corporations Act 2001* (Cwth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).



How to complete this Proxy Form

1 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.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. 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 section A. 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.

3 Votes on Items of Business

You should 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.

4 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.

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.

5 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 have already lodged 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.

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. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 2:30pm on Tuesday, 27 November 2007, 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 posting, delivery or facsimile to Loop Mobile Limited's share registry as follows:
Loop Mobile Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.