



# Loop Mobile Limited

ACN 111 082 485

## Prospectus

A non-renounceable Rights Issue on the basis of 1 New Share for every 2 Shares held at an offer price of 5 cents per New Share, together with 1 free attaching New Option for every 2 New Shares issued to a Shareholder, to raise approximately \$1.5 million; and an offer of Shortfall Securities.

A Minimum Holding Buy Back facility to acquire holdings of less than 10,000 Shares at a price of 5 cents per Share, up to a maximum of 1 million Shares.

### IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, you should consult your stockbroker or other professional adviser.

The securities offered by this Prospectus should be considered as speculative.

**This Offer opens on 1 August 2008 and closes at 5:00pm Sydney time on Monday, 18 August 2008.** Valid acceptances must be received before that time.

## **Important notices**

This Prospectus is dated **22 July 2008** and was lodged with ASIC on that date.

Application for quotation of the New Shares and New Options on the ASX will be made within 7 days of the date of this Prospectus. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus. The fact that ASX may quote the New Shares and New Options is not to be taken in any way as an indication of the merits of Loop.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Applications for New Shares and New Options under the Rights Issue may be made on an Entitlement and Acceptance Form which accompanies this Prospectus. By submitting an Entitlement and Acceptance Form, each Applicant acknowledges that they have read this Prospectus.

No person has authority to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information not in this Prospectus may not be relied on as having been authorised by Loop in connection with the Offer.

Please read this document carefully before you make a decision to invest and, in particular, in considering Loop's prospects, you should consider the risk factors that could affect Loop's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Please refer to section 6 for a discussion of certain risk factors that you should consider before deciding to invest in Loop.

## **Foreign jurisdictions**

The Offer is being made in Australia and New Zealand. No Offer will be made in any overseas jurisdiction where it would not be lawful to do so. It is the responsibility of Applicants to ensure compliance with all laws of any country relevant to their Application. Return of a duly completed Entitlement and Acceptance Form will be taken by Loop as a representation that there has been no breach of such laws and that the Applicant is an Eligible Shareholder.

In particular, the New Shares and New Options have not been, and will not be, registered under the US Securities Act 1993 ("Securities Act") and may not be offered or sold in the United States or to, or for the account of or benefit of, US Persons (as defined in Regulation S of the Securities Act). Accordingly, neither this Prospectus nor the Entitlement and Acceptance Form may be sent to investors in the United States, or otherwise distributed in the United States.

## **Electronic prospectus**

This Prospectus may be downloaded from Loop's website, [www.loopmobilelimited.com](http://www.loopmobilelimited.com). Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The electronic version of this Prospectus is only available to residents of Australia.

The Corporations Act prohibits any person from passing on to another person the Entitlement and Acceptance Form unless it is accompanied by or included in a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus. If you wish to obtain a hard copy of this Prospectus free of charge, please contact Loop on 02 9419 2966.

## **Definitions and interpretations**

Capitalised terms in this Prospectus are defined in the Glossary in section 8. Money as expressed in this Prospectus is in Australian dollars or else as indicated.

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# 1. Key terms of the Offer and key dates

Key terms of the Rights Issue	
<b>New Share Issue Price</b>	5 cents
<b>Entitlement under the Rights Issue</b>	1 New Share for every 2 Shares held as at 7.00pm Sydney time on <b>30 July 2008</b>  plus 1 New Option exercisable at 10c cents on or before 25 July 2013 for every 2 New Shares successfully subscribed for under the Rights Issue
<b>Maximum number of New Shares and New Options to be issued under the Rights Issue</b>	Approx 30 million New Shares and 15 million New Options (subject to rounding of Entitlements)
<b>Maximum amount to be raised under the Rights Issue</b>	Approx \$1.5 million (before expenses)
<b>Minimum amount able to be subscribed for under the Shortfall Securities offer</b>	\$2,000 or 40,000 New Shares

Key terms of the Minimum Holding Buy Back Facility	
<b>Share Purchase Price</b>	5 cents
<b>Eligibility to participate</b>	Holdings of less than 10,000 Shares as at 7.00pm Sydney time on 30 July 2008, to be acquired and cancelled in full
<b>Maximum number of Shares to be acquired and cancelled under the Facility</b>	1 million
<b>Maximum amount to be spent under the Facility</b>	\$50,000

Key dates of the Offer	
Announcement of Offer, lodgement of Prospectus with ASIC and ASX	Tuesday, 22 July
LPM Shares trade ex-Rights Entitlement	Thursday, 24 July
Record Date to determine eligibility of Shareholders to participate under the Rights Issue and the Minimum Holding Buy Back Facility (at 7pm Sydney time)	Wednesday, 30 July
Opening Date - anticipated dispatch of Prospectus and Entitlement and Acceptance Forms to Eligible Shareholders	Friday, 1 August
Closing Date - last day for acceptance of Applications and Application Moneys; and of Buy Back Acceptances (at 5pm Sydney time)	Monday, 18 August
New Shares and New Options trade on deferred settlement basis	Tuesday, 19 August
Allotment and issue of New Shares and New Options	Friday, 22 August
Trading of New Shares and New Options expected to commence	Monday, 25 August
Dispatch of Transaction Confirmation Statements, and of advices of direct deposit of Minimum Holding Buy Back amounts	Tuesday, 26 August

*These dates are subject to change and are indicative only. Loop reserves the right, subject to the Corporations Act and the Listing Rules, to alter this timetable at any time, and in particular, to extend the Closing Date or to withdraw the Offer without prior notice.*

## 2. Chairman's letter

Dear Shareholder

This Prospectus contains an Offer for you to participate in:

- (a) a non-renounceable Rights Issue of 1 New Share for every 2 Shares held by Eligible Shareholders at 5 cents per New Share to raise approximately \$1.5m; together with 1 New Option having an exercise price of 10 cents for every 2 New Shares subscribed for; AND
- (b) a Shortfall Securities offer enabling Eligible Shareholders to apply for additional New Shares and New Options, with a minimum application of 40,000 New Shares at 5 cents per New Share totalling \$2,000; OR
- (c) a Minimum Holding Buyback Facility enabling Buy Back Eligible Shareholders to sell all of their holding of less than 10,000 Shares back to the Company at 5 cents per Share.

The Offer opens on 1 August 2008 and closes on Monday, 18 August 2008.

Interests associated with Mr Peter Yates, who is the beneficial owner of a substantial Shareholding, have made a firm commitment to take up their full Entitlement requiring an investment of \$205,354. Loop Creative Ltd (BVI), a substantial Shareholder, has made a firm commitment to take up not less than \$100,000 of its Entitlement. In addition, Loop has entered into firm commitment agreements in respect of Shortfall Securities with Western Pacific Corporate Investments Pty Ltd and Bowman Investment Holdings Pty Ltd for investments of up to \$250,000 and \$200,000 respectively.

Loop listed on the ASX just over 12 months ago. In that period, the Company has continued to add to the capabilities and features of its services, and to build its pipeline of opportunities in Australia and internationally. The funds raised by the Rights Issue will be used by the Company to continue the roll-out and marketing of its services both in Australia and overseas.

Further information about the Company and the Offer is contained in this Prospectus, and you are urged to read the complete document in full. The New Shares offered by this Prospectus should be considered as highly speculative.

Yours faithfully



Greg McCann

Chairman  
Loop Mobile Limited

22 July 2008

## 3. Details of the Offer

### 3.1 Offer Details

The Offer under this Prospectus is a **1 for 2** non-renounceable rights issue of New Shares and New Options open to Eligible Shareholders (**Rights Issue**). Eligible Shareholders may also apply for any New Shares and New Options not taken up by other Eligible Shareholders under the Rights Issue – see section 3.2 below.

### 3.2 Rights Issue

#### (a) Overview

Loop is inviting applications from Eligible Shareholders, by way of a non-renounceable Rights Issue, for a total of approximately 30 million New Shares in Loop (subject to rounding of Entitlements), on the basis of 1 New Share for every 2 Shares held at the Record Date, to raise up to a total of approximately \$1.5 million at an issue price of 5 cents per New Share.

For every 2 New Shares successfully subscribed for under the Rights Issue, Eligible Shareholders will receive 1 free attaching New Option with an exercise price of 10 cents, exercisable on or before 25 July 2013. No separate subscription price is payable in respect of the New Options. New Shares and New Options may not be applied for separately.

The Rights Issue is non-renounceable and is made on the following basis:

- Each Shareholder with a registered address in Australia and New Zealand is entitled to subscribe for 1 New Share for every 2 Shares held as at 7.00pm (Sydney time) on the Record Date, being 30 July 2008, at a price of 5 cents per New Share.
- An Entitlement and Acceptance Form setting out the number of New Shares and New Options for which Eligible Shareholders are invited to apply accompanies copies of this Prospectus sent to Eligible Shareholders.
- The Issue Price of 5 cents for each New Share is payable in full on application.
- The Rights Issue is conditional on ASX agreeing to official quotation of the New Shares. Loop has applied to the ASX for quotation of the New Shares and the New Options.
- The Closing Date and time for acceptance and payment is 5.00pm (Sydney time) on Monday, 18 August 2008.
- Eligible Shareholders may apply for less than their Entitlement by completing the Entitlement and Acceptance Form appropriately.
- Eligible Shareholders may apply for more than their Entitlement as set out in section 3.2(j) below.

#### (b) New Shares and New Options

New Shares will rank equally with Loop's ordinary Shares already on issue as at the date the New Shares are allotted. The New Shares will participate fully in any dividends declared and paid by Loop after the date of their issue. A summary of the rights attaching to the New Shares, being ordinary shares in Loop, is set out in section 7.1.

The Exercise Price of New Options is 10 cents per New Option. The New Options are exercisable into one new ordinary Loop share at any time on or prior to the expiry date of

25 July, 2013. Loop will apply for Official Quotation of the New Options on the ASX. The complete terms of the New Options are set out in section 7.2.

**(c) Rights Issue is non-renounceable**

The Rights Issue is non-renounceable, which means that the entitlements of Eligible Shareholders under this Prospectus are not transferable and cannot be sold.

**(d) Firm Commitments to subscribe to Entitlement**

At the date of this Prospectus, interests associated with Mr Peter Yates hold 8,214,165 Shares, and have made a firm commitment to take up their full Entitlement, being 4,107,083 New Shares at the Issue Price, an investment of \$205,354.

At the date of this Prospectus, Loop Creative Ltd (BVI) and associated interests hold 8,277,866 Shares, and have made a firm commitment to take up not less than \$100,000 of their Entitlement.

The Company will pay no fee for receiving either of these commitments.

**(e) Firm Commitments to subscribe to Shortfall Securities**

Loop has entered into firm commitment agreements in respect of Shortfall Securities with Western Pacific Corporate Investments Pty Ltd and Bowman Investment Holdings Pty Ltd as trustee for the Bowman Investment Trust for investments of up to \$250,000 and \$200,000 respectively. The Company will pay a fee of 5% of the amount invested by each party for these commitments, payable in Shares at the Rights Issue price of 5 cents per Share.

**(f) Overseas Shareholders**

Neither this document nor the accompanying Entitlement and Acceptance Form constitute an offer in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

The Offer is being made in Australia and New Zealand. It is the responsibility of Applicants to ensure compliance with all laws of any country relevant to their Application. Return of a duly completed Entitlement and Acceptance Form will be taken by Loop as a representation that there has been no breach of such laws and that the Applicant is an Eligible Shareholder.

Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia and New Zealand are responsible for ensuring that taking up their Entitlement does not breach the laws and regulations in the relevant overseas jurisdiction. The making of an Application will constitute a representation that there has been no breach of such laws or regulations.

**(g) Closing Date**

The Closing Date to apply under the Offer is 5.00pm Sydney time on Monday 18 August. The Board may, subject to compliance with the Corporations Act and the Listing Rules, extend or shorten the Closing Date. Acceptances for the Rights Issue received after the Closing Date may be rejected and the corresponding Application Moneys returned without interest.

**(h) Fractional Entitlements**

Fractional entitlements to New Shares and/or New Options will be rounded **up** to the nearest whole number.

**(i) Action for Shareholders under the Rights Issue**

Accompanying hard copies of this Prospectus sent to Eligible Shareholders is a personalised Entitlement and Acceptance Form that sets out the Eligible Shareholder's Entitlement as at the Record Date.

An explanation of the actions required by Shareholders under the Rights Issue is set out in section 5.

**(j) Shortfall Securities**

Eligible Shareholders may also apply for more than their Entitlement. Eligible Shareholders are entitled to apply for any New Shares and New Options not taken up in the Rights Issue on the basis that:

- There is a minimum application of 40,000 New Shares under the Shortfall Securities offer.
- There is no upper limit to the number of New Shares that may be applied for. If applications for Shortfall Securities exceed the number of New Shares available, the number of New Shares available to each applicant will be scaled back, including to zero, at Loop's discretion.
- Applications for Shortfall Securities will only be accepted to the extent of the shortfall; and
- Notwithstanding the conditions above, the Directors have the right to accept or reject any such application for Shortfall Securities in their absolute discretion without any need to provide any reason or explanation.

The Entitlement and Acceptance Form has a provision for Eligible Shareholders to apply for Shortfall Securities on the bases set out above.

An explanation of the actions required by Shareholders to apply for Shortfall Securities is set out in section 5.3.

### **3.3 Allotment and dispatch of shareholder statements**

All Eligible Shareholders who apply for New Shares and New Options under the Rights Issue will receive their Entitlement in full.

Loop will only issue New Shares and New Options under the Rights Issue after the Closing Date, after all Application Moneys have been received and after receiving ASX permission for official quotation of the New Shares. Shareholder statements for New Shares and New Options will be dispatched upon completion of the allotment.

It is the responsibility of Applicants to confirm the number of New Shares and New Options allocated to them prior to trading in New Shares. Applicants who sell New Shares and New Options before they receive a Transaction Confirmation Statement of the number of New Shares and New Options allocated to them do so at their own risk. No New Shares or New Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

### **3.4 ASX listing**

Within 7 days after the date of issue of this Prospectus, Loop intends to apply for listing and quotation of the New Shares and the New Options under the Rights Issue on the ASX. If granted, quotation of the New Shares and the New Options will commence at the ASX's discretion after allotment of the New Shares and New Options to Applicants under the Rights Issue.

Should any New Shares not be granted official quotation on ASX within 3 months after the date of this Prospectus, the New Shares not granted official quotation and their attaching New Options will not be issued and Application Moneys will be refunded without interest within the time prescribed by the Corporations Act.

### **3.5 Investment risks**

Investors should carefully read the risk factors outlined in section 6. An investment of this kind involves a number of risks, including risks that are specific to Loop and/or the industry in which it operates.

### **3.6 Taxation**

Shareholders should be aware that there are taxation implications in relation to the Entitlements under the Rights Issue, subscribing for New Shares and New Options, and exercising the New Options. These taxation implications will vary between different Shareholders. Shareholders should consult their professional tax adviser.

Investors should seek, and rely, on their own taxation advice regarding an investment in Loop. Neither Loop nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to the taxation consequences connected with the Rights Issue, the New Shares and New Options.

### **3.7 CHESS**

Loop participates in the security transfer system known as CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASTC Settlement Rules. Under CHESS, Eligible Shareholders will not receive a share certificate or option certificate but will receive a Transaction Confirmation Statement re New Shares and New Options. If you are broker sponsored, and you take up all or part of your Entitlement, ASTC will send you a CHESS statement.

The CHESS statement will set out the number of New Shares and New Options issued to you under this Prospectus and provide details of your holder identification number and the participant identification number of the sponsor. If you are registered on the issuer sponsored sub-register, and you take up all or part of your Entitlement, your statement will be dispatched by the Share Registry and will contain the number of New Shares and New Options issued to you under this Prospectus and a security holder reference number. A CHESS statement or issuer-sponsored statement will routinely be sent to holders of Shares and Options at the end of any calendar month during which the balance of their holding of Shares or Options changes. Holders of Shares and Options may request a statement at any other time. However, a charge may be made for additional statements.

### **3.8 Professional advice**

If you are in any doubt as to whether to accept the Offer, please seek advice from your stockbroker or financial or other professional adviser.

### **3.9 Withdrawal of Prospectus**

The Directors may at any time withdraw this Prospectus or all or part of the Offer prior to the issue of New Shares, in which case Loop will repay, as soon as practicable and without interest, all Application Moneys received pursuant to this Prospectus.

### 3.10 The Minimum Holding Buy-Back Facility

The Company is offering to buy back the total holding of Eligible Shareholders who hold less than 10,000 Shares as at the Record Date (Buy Back Eligible Shareholders) for 5 cents per Share ("Minimum Holding Buy Back Facility").

The Company will acquire up to the first 1 million Shares the subject of completed acceptances received by the Registry from Buy Back Eligible Shareholders under the Minimum Holding Buy Back Facility. Shares acquired by the Company under the Minimum Holding Buy-Back Facility will be cancelled.

Acceptance of the offer under the Minimum Holding Buy Back Facility is conditional upon a Buy Back Eligible Shareholder not applying for New Shares under the Rights Issue. If a Shareholder purports to subscribe for New Shares under the Rights Issue and to accept the offer under the Minimum Holding Buy Back Facility, then the Company shall accept the subscription for the Rights Issue and disregard the acceptance in respect of the Minimum Holding Buy Back Facility.

Further information can be found in section 5.9.

## 4. Use of proceeds and effect of Offer

### 4.1 Use of proceeds

The new capital raised by the Rights Issue will be used by the Company to continue the roll-out and marketing of its services both in Australia and overseas; and in particular to pursue the opportunities outlined below. Loop operates in a constantly changing environment, and there are no guarantees that current opportunities will prove financially successful.

In summary, Loop Mobile provides an advanced, fully integrated service available via both mobile and the web, with instant chat, user generated content, and social networking community features globally to carriers, major brand properties, and direct to consumers.

**MOKO Online: MOKO now available across mobile and PC platforms.** A beta version of the MOKO service was launched on 27 May 2008 which is completely integrated across mobile and web use. Any MOKO user can now use MOKO from their PC and interact with other users on their mobile and vice versa. Users can link their profiles to both PC and mobile and all features and functions are the same. In the short period since the beta site was launched, user activity has an average user session time of over 17 minutes. MOKO can be experienced at [www.moko.mobi](http://www.moko.mobi).

**Australian market.** Loop's MOKO service is currently available on-deck to subscribers of Hutchison 3, Optus and Virgin Mobile Australia. Loop has also reached agreement to make MOKO available to Telstra mobile users from their "Mobile Web Portal". Loop will be able to serve mobile advertising to the Telstra MOKO users as well as charge users for premium features.

**USA.** Loop launched its MOKO service with USA's advanced 3G carrier Helio on June 27. Helio USA is a dedicated 3G service specialising in media-rich applications and content. The revenue model is via advertising with a revenue share to the carrier. This agreement expands MOKO's direct carrier distribution network, and is an important step in progressing discussions with other North American carriers.

**Asian Focus. Loop is progressing with a range of opportunities across Asia.** In particular, Loop has partnered with Chikka Asia Inc potentially to launch MOKO with Smart Mobile in the Philippines, and also potentially in other markets. Chikka is a leading provider of enhanced mobile messaging services and has relationships with carriers in the Asian and Middle East markets. Loop is also progressing independently with specific opportunities in Singapore and Dubai/UAE.

**MOKO in India.** Via its previously announced partnership with Radical Softnet Pte Ltd, an Indian mobile services company, Loop is now in discussions for the launch of MOKO with Indian mobile carriers.

**Direct to consumer.** Loop is also continuing to market its direct-to-consumer business whereby MOKO is accessed by users via the mobile internet and the url [www.moko.mobi](http://www.moko.mobi), rather than solely via links from carrier portals or decks. This business is focused on the UK where the off-deck market is relatively well developed.

**Cost reductions.** The Company has also instituted a cost reduction program in order to improve cash flow, which includes a number of staff redundancies.

Loop continues to operate in a high-growth and fast-changing global market. The Company believes it has a strong product, recently enhanced with the launch of the integrated web version, and a number of opportunities for revenue growth. It remains however a high risk business.

### 4.2 CEO and Board Changes

The CEO, Mr Martin Hoffman, has announced his resignation, effective 31 July 2008, in order to focus on his other new media and technology investments. At the request of the Board and significant Shareholders, he has agreed to continue as a non-executive director of the Company.

The Board has appointed Mr Ian Rodwell as CEO and Managing Director effective 1 August 2008. Mr Rodwell is the founder of the Company, and is currently Head of Technology and Products.

### 4.3 Effect on Shareholders' equity and cash reserves

Assuming that all New Shares and New Options offered under the Rights Issue are issued, and the Minimum Holding Buy Back Facility is utilised in full, the principal effects of the Rights Issue on Loop will be to:

- increase Loop's cash reserves by approximately \$1.5m before taking into account the costs of the Rights Issue (see section 7.8);
- provide Loop with additional capital for the purposes referred to in section 4.1; and
- increase the total number of Shares and Options on issue (see section 4.4).

Pro-forma consolidated historical financial information is provided in section 4.6 summarising the effect of the Rights Issue on Loop.

The above figures and the pro-forma consolidated historical financial information provided in section 4.7 do not take into account the exercise of any New Options issued under the Rights Issue.

### 4.4 Effect on capital structure

The effect of the Offer on Loop's issued share capital, assuming that all New Shares offered under the Rights Issue are issued, including in full to the parties providing firm commitments to subscribe for Shortfall Securities, and that all Shares subject to the Minimum Holding Buy Back Facility are cancelled up to the 1 million Share limit, will be as follows:

	Shares	Options
Existing securities on issue prior to the Offer	60,088,299	12,765,000
Securities to be issued under the Rights Issue, including Shares issued in payment of the fee for provision of the Firm Commitments to subscribe for Shortfall Securities as per section 3.2(e)	30,494,150	15,022,075
Securities to be cancelled under the Minimum Holding Buy Back Facility	1,000,000	-
<b>Total Securities after the effects of the Offer</b>	<b>89,582,449</b>	<b>27,787,075</b>

### 4.5 Effect of the Offer on control

The potential effect the non-renounceable Rights Issue and Minimum Holding Buy Back Facility will have on the control of the Company is as follows:

If all Eligible Shareholders choose not to exercise their right to purchase the offered New Shares, other than the parties who have provided Firm Commitments as outlined in sections 3.2(d) and 3.2(e), and if Buy Back Eligible Shareholders choose to exercise their right to sell Shares up to the 1 million Share limit of the Minimum Holding Buy Back Facility, then the parties who have provided Firm Commitments will end up with following percentage of total Shares on issue:

* Interests associated with Mr Peter Yates	16.5%
* Loop Creative Ltd (BVI) and associated entities	13.8%
* Western Pacific Corporate Investments Pty Ltd	7.0%

\* Bowman Investment Holdings Pty Ltd 5.6%  
as Trustee for the Bowman Investment Trust

#### 4.6 Pro-forma Consolidated Statement of Financial Position

To illustrate the effect of the Rights Issue on Loop, the pro forma consolidated statement of financial position has been prepared based on the un-audited management accounts as at 30 June 2008.

The pro forma consolidated statement of financial position as provided shows the effect of the Rights Issue as if it had been made on 30 June 2008, and assumes that the maximum number of New Shares are issued under the Rights Issue and that the maximum number of Shares are sold back to the Company under the Minimum Holding Buy Back Facility. Note that the Rights Issue has Firm Commitments only for part of the total amount being offered.

Balance Sheet	Un-audited Actuals as at 30 June 2008	Pro-Forma after effects of the Offer
<b>ASSETS</b>		
Cash	1,870,817	3,258,317
Trade Debtors	76,310	76,310
Sundry and Other Debtors	105,644	105,644
Total Current Assets	2,052,771	3,440,271
Total Other Assets	41,925	41,925
Total Fixed Assets	21,352	21,352
Total Intangibles	3,453	3,453
<b>TOTAL ASSETS</b>	<b>2,119,502</b>	<b>3,507,002</b>
<b>LIABILITIES</b>		
Trade Creditors & Accruals	141,157	141,157
GST Liabilities	5,919	5,919
Payroll Liabilities	189,094	189,094
<b>TOTAL LIABILITIES</b>	<b>336,170</b>	<b>336,170</b>
<b>NET ASSETS</b>	<b>1,783,331</b>	<b>3,170,831</b>
<b>EQUITY</b>		
Total Contributed Capital	9,657,462	11,129,962
Capital Raising Costs	(418,717)	(503,717)
Reserves	628,020	628,020
Retained Earnings	(5,259,944)	(5,259,944)
Current Year Earnings	(2,823,490)	(2,823,490)
<b>TOTAL EQUITY</b>	<b>1,783,331</b>	<b>3,170,831</b>

## **5. Action required by Eligible Shareholders**

### **5.1 Actions under the Rights Issue**

The number of New Shares and New Options to which you are entitled is shown on the Entitlement and Acceptance Form accompanying the hard copy of this Prospectus sent to each Eligible Shareholder. You may:

- take up all of your Entitlement;
- take up all of your Entitlement and make an application for Shortfall Securities;
- take up part of your Entitlements and allow the balance to lapse; or
- allow all of your Entitlements to lapse.

### **5.2 Taking up Entitlement in full**

Complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the form. Send your completed form together with your Australian Dollar cheque or bank draft for the amount shown on the form to reach the Registry no later than 5.00 pm (Sydney time) on Monday, 18 August 2008.

### **5.3 If you wish to take up all of your Entitlement and make an application for Shortfall Securities**

If you subscribe for your maximum Entitlement, you may also apply to subscribe for Additional Shares by completing the relevant section in the Entitlement and Acceptance Forms regarding Additional Shares. There is a minimum application of 40,000 Additional Shares.

You will only be able to acquire New Shares and New Options pursuant to an application for Shortfall Securities if there is a shortfall between the number of New Shares applied for under the Rights Issue and the total number of New Shares offered under the Rights Issue. See section 3.2(j) for more details of how applications for Shortfall Securities will be dealt with.

Send your completed form together with your Australian Dollar cheque or bank draft for the correct Application Moneys amount to reach the Registry no later than 5.00 pm (Sydney time) on Monday, 18 August 2008.

### **5.4 If you wish to take up part of your Entitlement and allow the balance to lapse**

Complete the accompanying Entitlement and Acceptance Form in respect of the number of New Shares you wish to take up in accordance with the instructions set out in the form. Send your completed form together with your Australian Dollar cheque or bank draft for the correct Application Moneys amount to reach the Registry no later than 5.00 pm (Sydney time) on Monday, 18 August 2008.

### **5.5 If you wish to allow all of your Entitlement to lapse**

Take no further action.

### **5.6 Cheques**

All cheques and bank drafts should be made payable to "Loop Mobile Limited Rights Issue" and crossed not negotiable.

## **5.7 Important note**

A duly completed and lodged Entitlement and Acceptance Form will constitute an offer by the Applicant to subscribe, on the terms set out in this Prospectus, for the number of New Shares and New Options specified in the Entitlement and Acceptance Form.

Application Moneys will be held on trust for Applicants until the allotment of the New Shares and New Options. Interest earned on Application Moneys will be for the benefit of Loop and will be retained by Loop whether or not an allotment takes place.

## **5.8 Brokerage**

No brokerage is payable by Eligible Shareholders who apply for New Shares and New Options.

## **5.9 To sell your Shares under the Minimum Holding Buy Back Facility**

To sell your Shares under the Minimum Holding Buy-Back Facility, please complete the relevant section of the accompanying Minimum Holding Buy Back Form in accordance with the instructions set out on the form, including the bank account details to which you want payment deposited.

Forward your completed form to reach the Registry no later than 5.00 pm (Sydney time) on Monday, 18 August 2008. A deposit of the sale amount (being the number of Shares you currently hold multiplied by 5 cents) will be made into your nominated bank account during the week commencing 25 August, 2008. Bank transfer is the only method of payment that will be used; no cheques will be issued. You must provide bank account details if you wish to sell your Shares under the Minimum Holding Buy-Back Facility. (The only exception is for New Zealand-based Shareholders to whom a Australian dollar denominated cheque will be mailed).

No brokerage is payable by Buy Back Eligible Shareholders who sell their Shares under the Minimum Holding Buy-Back Facility.

## **5.10 Further advice**

If you are in any doubt as to how to complete or deal with your Entitlement and Acceptance Form, or with the Minimum Holding Buy Back Form, you should contact your stockbroker or financial adviser for assistance.

## **5.11 Enquiries**

If you have any questions regarding this Prospectus please call Andrew Bursill, Company Secretary, on 02 9419 2966

## 6. Risk factors

### 6.1 Introduction

An investment in Loop involves risk, which may be higher than that associated with investment in other public companies, and should be considered speculative.

There are a number of factors that may have a material adverse effect on Loop's future operating and financial performance. The principal risk factors are described below. While some of these risks can be mitigated by the use of appropriate safeguards and systems, many are outside the control of Loop and cannot be mitigated.

You should carefully consider the risks set out below and the information contained elsewhere in the Prospectus before you decide whether to apply for New Shares and New Options.

### 6.2 Specific risks

Loop faces a wide range of risks specific to its business.

#### **Capital and Funding Requirements**

Loop currently has negative operating cashflow and faces the risk that it may not have sufficient cash resources to support its growth and development; particularly if the rollout of future services and relationships is delayed in any way. Shares and New Shares in LPM remain a speculative investment. There is also no certainty that Loop would be able to raise additional funds on attractive, or indeed potentially on any, terms.

#### **Regulatory changes re social networking products**

Loop's services operate under various regulatory codes and requirements, which can vary between jurisdictions. These could change, adding complexity and cost to the business, or even change to an extent that key features attractive to the majority of users have to be disabled.

#### **Speed of rollout of 3G networks, availability of 3G handsets, take-up of 3G services by consumers**

Loop is focused on the 3G mobile services market. Current growth in network rollout, handset availability, and customer take-up is believed to be strong. However future delays or slowdowns could have a negative impact on the size of the addressable market for Loop's services.

#### **Strong competition**

Loop faces significant competition in the market for mobile social networking services. There are many other early stage companies in different countries offering services that are, to a greater or lesser extent, similar to those of Loop.

There are profitable players offering text-only mobile chat services with existing relationships with many carriers across the world and many millions of end-users. These players may seek to improve the functionality of their offerings to include multi-media services. There are also very large web-based social networking services. These companies have mobile versions of their offerings in various stages of development and rollout. They may be able to attract their web-based users to also use the service on mobile phones. Both these sets of competitors could potentially reduce the size of the addressable market for and/or take-up of Loop's services.

#### **Reliance on agreements with major carriers**

Loop's business model is reliant on a limited number of key relationships with major carriers. A failure to have these relationships renewed or having them renewed on less favourable terms could have a significant negative impact on Loop's financial performance.

Growth in Loop's business is also dependent on implementing new features with existing carriers, and gaining relationships with new carriers. These processes can be subject to unexpected delays, often driven by changing priorities and focus of the carriers, over which Loop can have little influence.

#### **Reliance on limited number of key staff**

Loop is a small company that is heavily reliant on the expertise and efforts of a small number of key staff, particularly the new CEO, Mr Ian Rodwell. Illness or injury to any of these staff could have a negative impact on Loop's performance and prospects. Resignation of these staff members would have a similar impact, although this risk is mitigated to an extent by the terms of their employment contracts.

#### **Product development risk**

Loop must continue to enhance and develop its services. Any software project is subject to potential delays and cost over-runs. Additionally, Loop has the risk that it may not make the correct strategic decisions as to which product features to focus upon.

#### **Delays in launch of new services**

Loop faces risks of delay in the launch of its services, whether caused by the failure of its own efforts, or because of delay in reaching agreements with carriers, or having carriers' delay in performing the necessary integration with their own systems, particularly billing platforms.

#### **Managing potential growth**

Loop is managing a potentially high-growth business, interacting with multiple well-resourced partners, in multiple geographic locations around the world. This poses risks in terms of execution, cost control, delivery timetables, etc for a small management team.

#### **Maintenance of reputation and brand name**

Loop's services involve providing a platform for user-generated content. Although Loop has in place moderation systems and procedures, there remains a risk that the nature of particular user-generated content, or the activities of particular users within the community, may cause damage to Loop's reputation and brand name. This may limit Loop's growth and ability to forge new carrier partnerships.

#### **IT risks**

Loop outsources the operation of its data centre. Loop believes this is an appropriate approach to take given the size and nature of Loop's business. However risks to business continuity, and hence to Loop's business reputation with both carriers and end-users, exist if the outsourced provider fails to meet the contracted standards of performance.

#### **Intellectual property rights**

Loop operates in a competitive and fast-changing environment of software development. It may face risks from claims of even inadvertent infringements of the intellectual property rights of third parties.

#### **Foreign Exchange risk on revenue earned in foreign countries**

Loop already earns the majority of its revenue from outside Australia, and that proportion is likely to increase. The majority of Loop's costs are incurred in Australia and are likely to remain so for the medium term at least. This exposes Loop to foreign currency risks in terms of its reported Australian dollar profit.

## 6.3 General risks

### General investment risks

There is a risk that the price of Shares and returns to Shareholders may be affected by changes in local and world economic conditions, interest rates, levels of tax, taxation law and accounting practice, government legislation or intervention, inflation or inflationary expectations and natural disasters, social upheaval or war in Australia or overseas. All these factors are beyond Loop's control.

### Economic risk and external market factors

Factors, such as, but not limited to, political movements, stock market trends, interest rates, exchange rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on Loop's revenues, operating costs, profit margins and share price. These factors are beyond the control of Loop and Loop cannot, to any degree of certainty, predict how they will impact on the business.

### Government

Government action or policy change, particularly in relation to access to lands and infrastructure, compliance with environmental laws and regulations, industrial laws, taxation and royalties may adversely affect Loop's operations and financial performance.

## 7. Additional information

### 7.1 Rights and liabilities attaching to New Shares

#### (a) Overview

The rights attaching to ownership of Shares (including New Shares and shares to be issued on the exercise of the New Options) arise from a combination of:

- Loop's constitution; and
- in certain circumstances, the Corporations Act, the Listing Rules, the ASTC Settlement Rules and the general law.

A summary of the more significant rights attaching to the Shares is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Loop's Shareholders.

#### (b) Voting, meeting and notices

At a general meeting, every Shareholder present in person or by proxy, representative or attorney will have one vote on a show of hands and, on a poll, one vote for each Share held.

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of Loop and to receive all notices, accounts and other documents required to be furnished to Shareholders under Loop's constitution, the Corporations Act and the Listing Rules.

#### (c) Dividends

The Directors may declare or determine to be payable, such dividends to Shareholders as appear to the Directors to be justified by the profits of Loop. Dividends are payable out of Loop's profits.

#### (d) Return of capital

Subject to any special resolution or rights or restrictions attaching to any class or classes of Shares, Shareholders will be entitled on a winding up of Loop to a share of any surplus assets of Loop.

#### (e) Transfer of Shares

A Shareholder may transfer all or any of its Shares by:

- in the case of an ASTC-regulated transfer, in any manner required or permitted by the Listing Rules or ASTC Settlement Rules; and
- in other cases, using any written transfer instrument in any common form or form approved or adopted by ASX or the Directors.

The Directors may decline to register any transfer where permitted to do so by the Listing Rules and must decline to register a transfer of Shares where required by the Listing Rules.

#### (f) Variation of rights

Subject to the Listing Rules, the rights attaching to any Shares (unless otherwise provided by the terms of issue of the Shares) may be varied or abrogated in any way with the

approval by way of special resolution passed at a separate meeting of the holders of the Shares or with the consent in writing of the holders of three-quarters of the Shares.

The Directors may, subject to the restrictions on the allotment of Shares imposed by the Loop constitution, the Corporations Act and the Listing Rules, from time to time issue and allot further Shares on such terms and conditions as they see fit.

## 7.2 Rights attaching to New Options

- (a) Subject to these terms and conditions, each New Option will entitle the holder (**Holder**) to subscribe for one fully paid ordinary share in Loop at an issue price of **10c** each (**Exercise Price**).
- (b) All New Options are exercisable **immediately upon issue** and will expire on 25 July 2013 at 5.00pm (Sydney time) (**Expiry Date**). New Options not exercised on or before the Expiry Date will automatically lapse.
- (c) In order to exercise the New Options, the Holder must, no later than the close of business (Sydney time) on the Expiry Date, give written notice to Loop of its intention to exercise the New Options in whole or in part, such notice to be accompanied by cash or certified cheque, payable to Loop's share Registry in the appropriate amount. Cheques must be made payable to "**Loop Mobile Limited**" and marked "not negotiable". After receipt of such notice, Loop's share Registry will within the time required by the Listing Rules allot and issue the required number of Shares. The notice is only effective (and only becomes effective) when Loop's share Registry has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque).
- (d) All Shares issued upon exercise of the New Options in accordance with these terms will rank equally in all respect with issued Shares. Loop will apply for quotation of the Shares allotted pursuant to the exercise of the New Options within the time required by the Listing Rules after the date of allotment.
- (e) There are no participating rights or entitlements inherent in the New Options and Holders will not necessarily be entitled to participate in new issues of capital that may be offered to Shareholders.
- (f) Subject to the rights above, Holders shall have the right to exercise their New Options prior to the date for determining entitlements to any capital issues to the then existing Shareholders made during the term of the New Options, and will be granted a period of at least 5 business days before the record date to exercise the New Options.
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of Loop, the New Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) If there is a bonus share issue to the holders of Shares, the number of Shares over which a New Option is exercisable will be increased by the number of Shares which the Holder would have received if the New Option had been exercised before the record date for the bonus issue.

## 7.3 Transaction specific prospectus

Loop is a disclosing entity and is therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, Loop is obliged to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the Listing Rules, in particular, a requirement to disclose to ASX of any information held by Loop which a reasonable person would expect to have a material effect on the price or value of Loop's shares.

Copies of the documents lodged by Loop with ASIC may be obtained from, or inspected at, an office of ASIC.

Loop will provide a copy of any of the following documents, free of charge, to any person who asks for a copy before the Closing Date:

- (a) the annual financial report of Loop for the year ended 30 June 2007, being the most recently lodged annual report of Loop before the date of this Prospectus;
- (b) the half year financial report lodged with ASIC by Loop for the six-month period ended 31 December 2007; and
- (c) any continuous disclosure notices given by Loop to the ASX, in the period starting immediately after lodgement of the annual financial report of Loop for the year ended 30 June 2007 with ASIC and before the lodgement of a copy of this Prospectus with ASIC.

All documents referred to above are separate documents to this Prospectus and are not incorporated by reference in this Prospectus.

As this Prospectus is issued pursuant to section 713 of the Corporations Act, it is required to contain all information investors and their professional advisers would reasonably require to make an informed assessment of the effect of the Rights Issue on Loop, and the rights and liabilities attaching to the New Shares and the New Options. As such, the Prospectus is not required to provide information regarding the assets and liabilities, financial position and performance, profits and losses and prospects of Loop on the basis that such information is available through continuous disclosure notices given by Loop in accordance with its obligations under the ASX Listing Rules and the Corporations Act.

Since lodging the annual financial report for Loop for the year ended 30 June 2007, the following announcements have been made in relation to Loop to the ASX:

<b>Date</b>	<b>Description of Document</b>
22/07/08	Rights Issue & Buy Back Announcement / CEO and Board Changes. 3B Announcement.
22/07/08	Business Update
21/07/08	MOKO Online and Helio USA Launch
26/06/2008	Appendix 3B
13/06/2008	Release from Voluntary Escrow of Restricted Securities
20/05/2008	Update on Global Business Relationships
28/04/2008	Loop launch latest Big Brother mobile community
28/04/2008	Renews mobile community contract with 3 Australia
28/04/2008	Appendix 4C - quarterly
23/04/2008	Change of Share Registry Address
10/04/2008	Moko live on Optus Network
28/02/2008	Half Yearly Report and Accounts
15/02/2008	Inter casting Platform to deliver MOKO worldwide

11/02/2008	Loop establishes India joint venture
11/02/2008	Loop operations update
29/01/2008	Appendix 4C - quarterly
21/12/2007	Loop Mobile Business Update
18/12/2007	Appendix 3B
10/12/2007	Announces Launch of Moko Music
05/12/2007	Loop signs major carrier agreement
29/11/2007	Results of Meeting
29/11/2007	Managing Director`s Presentation to Shareholders
29/11/2007	Chairman`s Address to Shareholders
14/11/2007	LOOP SECURES CONTRACT WITH ITV

## 7.4 Directors' Interests

### (a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director of Loop holds, or has held at any time during the last 2 years, any interest in:

- (i) the formation or promotion of Loop;
- (ii) property acquired or to be acquired by Loop in connection with its formation or promotion of the Offer; or
- (iii) the Offer,

and no amounts, whether in cash or Shares or securities or otherwise, have been paid or agreed to be paid, and no-one has given or agreed to give a benefit, to any Director or proposed Director of Loop either to induce them to become, or to qualify them as, a Director, or otherwise for services rendered by them in connection with the promotion or formation of Loop or the Rights Issue.

The Company has acquired, and may acquire in future, digital advertising planning and buying services from Switch Digital Pty Ltd, a company of which Mr Stuart Simson, a Loop director, is a director and beneficial owner of a majority shareholding. These services have been and will be acquired on normal commercial and arms-length terms.

### (b) Interests in securities as at the date of this Prospectus

As at the date of this Prospectus, the Directors (and their respective associates) have relevant interests in securities in Loop as set out below:

Director	Number of Shares	Number of Options
Greg McCann	-	1,000,000
Stuart Simson	-	1,000,000
Christine Kennedy	-	1,000,000
Martin Hoffman	2,050,000	5,000,000
Ian Rodwell (proposed director)	3,150,000	3,000,000

Each Director will be entitled to participate in the Rights Issue to the extent that the Director holds Shares on the Record Date. Mr Hoffman and Mr Rodwell intend to subscribe to the Rights Issue in part.

### (c) Remuneration

Details of the 2008 financial year remuneration for each Director are set out as follows:

Director	Salary	Non-Monetary Benefits*	Superannuation	Share Based Payments	Total
G McCann	89,067	-	8,016	56,201	153,284
S Simson	-	-	30,000	56,201	86,201
C Kennedy	33,761	-	3,039	56,201	93,001
M Hoffman	279,401	2,599	45,000	281,004	608,004
I Rodwell (proposed director)	184,100	5,564	18,000	168,600	376,264

The company provided Ian Rodwell an interest bearing loan of \$18,692 on 18 September 2007 at an interest rate of 8.05% per annum in connection with the purchase of a motor vehicle.

## 7.5 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or has had in the two years prior to the lodgement of this Prospectus, an interest in:

- the formation or promotion of Loop;
- any property acquired or proposed to be acquired in connection with the formation or promotion of Loop or the Rights Issue; or
- the Offer of New Shares and New Options under this Prospectus,

and no benefit (whether in cash or Shares or otherwise) has been given or agreed to be given to such persons for services provided in connection with the promotion or formation of Loop or the Rights Issue.

Gadens Lawyers have acted as lawyers to Loop in relation to the Rights Issue. Loop estimates that it will pay approximately \$30,000 for their services.

## 7.6 Expenses of the Rights Issue

All expenses connected with the Rights Issue payable by Loop are estimated at approximately \$85,000. These estimated expenses include legal fees, Firm Commitment fees, and prospectus printing, share registry, mailhouse and other miscellaneous expenses.

## 7.7 Privacy

As an Eligible Shareholder, Loop (and the Registrar on its behalf) holds personal information about you. It does this to process and administer your investment in Loop and to provide related services to you. Loop may disclose your personal information, for purposes related to your investment, to its agents or service providers, including your sponsoring broker (if any) and the Registrar. You can obtain access to personal information that Loop holds about you.

## 7.8 Governing law

This Prospectus and the contracts which arise on acceptance by Loop of acceptances for Entitlements are governed by the law applicable in New South Wales and each Eligible Shareholder submits to the exclusive jurisdiction of the courts of New South Wales.

## 7.9 Consents and disclaimers

Each of the parties referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus, and is not aware of any statement in this Prospectus which purports to be based on a statement by any of them, other than as specified in this section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Each of the following parties has consented to being named in this Prospectus in the capacity as noted below and have not withdrawn such consent prior to the lodgement of this Prospectus with ASIC:

- Gadens Lawyers as solicitors for Loop;
- Link Market Services Limited as the share Registry in respect of the Offer;
- Mr Ian Rodwell as a proposed director of the Company;
- Mr Peter Yates, and interests associated with him (being P&S Yates Holdings Pty Ltd and Roadknight Investments (Australia) Pty Ltd only) to the statement in Section 3.2(d) concerning their firm commitment, in the form and context in which they are named;
- Loop Creative (BVI), and interests associated with it, to the statement in Section 3.2(d) concerning their firm commitment, in the form and context in which they are named;

## 7.10 Directors' statement

This Prospectus is issued by Loop and its issue has been authorised by a resolution of the Directors.

Each Director has, in accordance with section 720 of the Corporations Act, given, and has not withdrawn, before the date of this Prospectus, his consent to the lodgement of this Prospectus with ASIC, and this Prospectus has been duly signed on behalf of the directors of Loop.

Dated: 21 July 2008



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Greg McCann  
Chairman  
Loop Mobile Limited

## 8. Glossary

<b>Additional Shares</b>	New Shares for which a qualifying Shareholder applies which are in addition to that Shareholder's Entitlement under the Rights Issue
<b>Allotment Date</b>	August 22, 2008
<b>Applicant</b>	a person who submits an Entitlement and Acceptance Form
<b>Application</b>	an application for New Shares and New Options under the Rights Issue
<b>Application Moneys</b>	the Issue Price multiplied by the number of New Shares applied for
<b>ASIC</b>	Australian Securities & Investments Commission
<b>ASTC</b>	ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532
<b>ASTC Settlement Rules</b>	the operating rules of ASTC
<b>ASX</b>	ASX Limited ACN 008 624 691
<b>Business Day</b>	Monday to Friday inclusive, except any day that ASX declares is not a business day
<b>Buy Back Eligible Shareholders</b>	Eligible Shareholders holding less than 10,000 Shares
<b>Company</b>	means Loop Mobile Limited ACN 111 082 485
<b>Corporations Act</b>	<i>Corporations Act</i> 2001 (Cth)
<b>CHESS</b>	Clearing House Electronic Sub-register Systems
<b>Closing Date</b>	18 August 2008, subject to Loop varying that date in compliance with the Listing Rules
<b>Directors or Board</b>	the board of directors of Loop for the time being
<b>Eligible Shareholders</b>	Shareholders with a registered address in Australia or New Zealand as at 7.00pm (Sydney time) on the Record Date
<b>Entitlement</b>	means the entitlement to take up New Shares and New Options under the Rights Issue
<b>Entitlement and Acceptance Form</b>	the personalised entitlement and acceptance form accompanying this Prospectus to apply for New Shares and New Options under the Rights Issue
<b>Firm Commitments</b>	the agreements to take all or part of Entitlements or to subscribe to Shortfall Securities as outlined in sections 3.2(d) and 3.2(e)
<b>Issue</b>	the issue of New Shares in accordance with this Prospectus
<b>Issue Price</b>	means the price payable per New Share (being 5 cents)
<b>Listing Rules</b>	the official listing rules of ASX
<b>Loop</b>	means Loop Mobile Limited ACN 111 082 485
<b>Minimum Holding Buy Back Facility</b>	the offer by the Company to acquire the full holding of Shares held by Buy Back Eligible Shareholders up to a total of 1 million Shares at 5 cents per Share

<b>New Options</b>	means options to acquire ordinary shares in Loop offered under the Rights Issue
<b>New Shares</b>	means ordinary shares in Loop offered under the Rights Issue
<b>Offer</b>	the offer of New Shares and New Options under this Prospectus, being the offer under the Rights Issue and the offer to subscribe for Shortfall Securities; and the offer of the Company to acquire Shares from Buy Back Eligible Shareholders under the Minimum Holding Buy Back Facility
<b>Official List</b>	the official list of entities that ASX has admitted and not removed
<b>Official Quotation</b>	quotation on the Official List
<b>Opening Date</b>	1 August 2008
<b>Options</b>	options to acquire Shares
<b>Prospectus</b>	this prospectus dated 22 July 2008 modified or varied by any supplementary prospectus made by Loop and lodged with ASIC from time to time and any electronic copy of this prospectus and any supplementary prospectus
<b>Record Date</b>	30 July 2008
<b>Registry</b>	Link Market Services Limited
<b>Rights Issue</b>	the offer of 30 million New Shares and 15 million New Options to Eligible Shareholders under this Prospectus
<b>Securities</b>	as defined in section 92 of the Corporations Act
<b>Shareholders</b>	ordinary shareholders of Loop
<b>Shares</b>	ordinary shares in Loop
<b>Shortfall Securities</b>	that number of New Shares and New Options not taken up by Eligible Shareholders under the Rights Issue

## 9. Corporate directory

### Loop Mobile Limited

### Directors and Company Secretary

133 Alexander St  
Crows Nest NSW 2065

Telephone: 02 9419 2966  
Facsimile: 02 9419 2944

#### **Directors:**

Mr Greg McCann (Chairman)

Mr Stuart Simson

Ms Christine Kennedy

Mr Martin Hoffman

#### **Company secretary:**

Mr Andrew Bursill

### Lawyers to the Rights Issue

### Auditor

#### **Gadens Lawyers**

Skygarden Building  
77 Castlereagh Street  
Sydney NSW 2000

Tel: (02) 9931 4999  
Fax: (02) 9931 4888

#### **Grant Thornton NSW**

L17, 383 Kent St  
Sydney NSW 2000

### Registry

#### **Link Market Services Limited**

L12, 680 George St  
Sydney, NSW 2000

Tel: (02) 8280 7111