

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**MOKO.mobi Limited**

ACN

**111 082 485**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |  |  |
|--|--|
| 1 +Class of +securities issued or to be issued   | 1. FULLY PAID ORDINARY SHARES (ASX:MKB)<br>2. LISTED OPTIONS, EXERCISE PRICE 5 CENTS, EXPIRY DATE 24 MONTHS FROM DATE OF ISSUE |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 1. 59,744,226<br>2. 59,744,226   |
| 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. FULLY PAID ORDINARY SHARES<br>2. LISTED OPTIONS, EXERCISE PRICE 5 CENTS, EXPIRY DATE 24 MONTHS FROM DATE OF ISSUE           |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1. YES 2. NO, NEW CLASS OF LISTED OPTIONS</p>
<p>5 Issue price or consideration</p>	<p>1. 4 CENTS PER SHARE 2. NO ADDITIONAL CONSIDERATION</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1. ADDITIONAL WORKING CAPITAL 2. ADDITIONAL WORKING CAPITAL</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>YES</p>
<p>6 b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 NOVEMBER 2012</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>0</p>
<p>6 d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>0</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>0</p>

6f	Number of securities issued under an exception in rule 7.2	<ol style="list-style-type: none"> <li>1. 59,744,226</li> <li>2. 59,744,226</li> </ol>								
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A								
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A								
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	REFER ANNEXURE 1								
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<ol style="list-style-type: none"> <li>1. 3 June 2013 (Trading on Deferred Settlement Basis)</li> <li>2. 3 June 2013 (Trading on Deferred Settlement Basis)</li> </ol>								
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="794 1144 1070 1189">Number</th> <th data-bbox="1070 1144 1426 1189">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="794 1189 1070 1234">373,873,255</td> <td data-bbox="1070 1189 1426 1234">(MKB) Ordinary Shares</td> </tr> <tr> <td data-bbox="794 1234 1070 1279">57,315,577</td> <td data-bbox="1070 1234 1426 1279">(MKBO) Listed Options</td> </tr> <tr> <td data-bbox="794 1279 1070 1323">59,744,226</td> <td data-bbox="1070 1279 1426 1323">New Listed Options</td> </tr> </tbody> </table>	Number	+Class	373,873,255	(MKB) Ordinary Shares	57,315,577	(MKBO) Listed Options	59,744,226	New Listed Options
		Number	+Class							
		373,873,255	(MKB) Ordinary Shares							
57,315,577	(MKBO) Listed Options									
59,744,226	New Listed Options									
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="794 1435 1070 1480">Number</th> <th data-bbox="1070 1435 1426 1480">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="794 1480 1070 1525">1,500,000</td> <td data-bbox="1070 1480 1426 1525">(MKBAU) Director II Options – Class A</td> </tr> <tr> <td data-bbox="794 1525 1070 1570">750,000</td> <td data-bbox="1070 1525 1426 1570">(MKBAU) Director II Options – Class B</td> </tr> <tr> <td data-bbox="794 1570 1070 1615">750,000</td> <td data-bbox="1070 1570 1426 1615">(MKBAU) Director II Options – Class C</td> </tr> </tbody> </table>	Number	+Class	1,500,000	(MKBAU) Director II Options – Class A	750,000	(MKBAU) Director II Options – Class B	750,000	(MKBAU) Director II Options – Class C
		Number	+Class							
		1,500,000	(MKBAU) Director II Options – Class A							
750,000	(MKBAU) Director II Options – Class B									
750,000	(MKBAU) Director II Options – Class C									

+ See chapter 19 for defined terms.

9	Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)	900,000	(MKBAS) Employee II Options – Class A
		450,000	(MKBAS) Employee II Options – Class B
		450,000	(MKBAS) Employee II Options Class C
		2,916,668	(MKBAY) Options (20c, Exp 25 July 2013)
		4,450,000	(MKBAL) Options (12c, Exp 25 July 2013)
		24,300,000	(MKBAW) Director and Employee Options (12c, Exp 30 June 2014)
		1,515,152	Unlisted Options \$0.0477, Exp 6 November 2015.
		16,000,000	Director Unlisted Options, Exp \$0.042, Exp 30 June 2016
		2,000,000	Unlisted Options, Exp \$0.03, Exp 30 June 2015
		2,000,000	Unlisted Options, Exp \$0.04, Exp 30 June 2015
500,000	Unlisted Options, \$0.10, Exp 30 Nov 2015		
2,593,750	Unlisted Options, \$0.05, Exp 30 July 2015		
1,750,000	Employee Unlisted Options, \$0.06, Exp 31 Jul 2016		

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the <sup>+</sup> securities will be offered	1 new share and free attaching option for every 5 shares currently held
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully paid ordinary shares
15	<sup>+</sup> Record date to determine entitlements	14 May 2103
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Rounded up to nearest whole number
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries except for Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	31 May 2013
20	Names of any underwriters	Triple C Consulting Pty Ltd (Underwriter)  Opportune Capital Pty Ltd (Sub-underwriter)  Pure Investor Pty Ltd (Sub-underwriter)

<sup>+</sup> See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	<p>Underwriter – underwriting fee of 5% of full amount raised and management fee of 1% of actual funds raised</p> <p>Sub-underwriter – sub-underwriting fee of 5% of amount sub-underwritten by each underwriter paid by underwriter. Each sub-underwriter will receive a sub-underwriting fee of \$29,756 from the Underwriter</p>
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	16 May 2013
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	2 May 2013
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for	Not applicable

the balance?

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

##### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Not applicable

	Number	<sup>+</sup> Class
42 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 38)	Not applicable	

**Quotation agreement**

- <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  - An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.



Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 30 April 2013  
(~~Director~~/Company secretary)

Print name: Andrew Bursill

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	270,881,982
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	40,058,314
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	310,940,296

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	46,641,044
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	(12,797,635)
<b>“C”</b>	
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	46,641,044
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	(12,797,635)
<p><b>Total</b> [“A” x 0.15] – “C”</p>	33,843,409 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	310,940,296
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	31,094,030
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	0
<b>“E”</b>	0

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	31,094,030
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.10] – “E”	31,094,030  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.