

Mooter Media Limited

ACN 059 081 293

Non-renounceable Rights Issue Offer Document

Non-renounceable Rights Issue of one (1) New Share for every two (2) Shares held on the Record Date at \$0.003 per New Share to raise up to approximately \$5,565,000. The Offer is not underwritten.

If the Rights Issue is fully subscribed, an additional 1,855,206,908 Shares will be issued and approximately \$5,565,000 (before costs) will be raised through the Rights Issue.

The latest date for acceptance and payment in full for the Rights Issue is 20 August 2012.

IMPORTANT NOTICES

This is an important document and requires your immediate attention.

This Offer Document is dated 24 July 2012. This Rights Issue is being made without issuing a prospectus in accordance with section 708AA of the Corporations Act. The Company filed a notice with ASX on 24 July 2012 in accordance with section 708AA of the Corporations Act with respect to the Rights Issue.

This Offer Document is not a prospectus or any other form of disclosure document regulated by the Corporations Act and has not been lodged with ASIC. It does not contain all the information that a prospective investor would find in a prospectus or which a prospective investor would expect or may require to make an informed decision as to whether or not to accept this Offer or subscribe for the New Shares and it does not contain all of the information which would otherwise be required by Australian law or any other law to be disclosed in a prospectus. This Offer Document should be read in its entirety and in conjunction the Mooter Media Limited 2011 Annual Report and the Company's announcements made by the Company to ASX available on the Company website at www.mootermedia.com or from the ASX website www.asx.com.au. The Company is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

This Offer Document is important and should be read in its entirety before deciding whether to participate in the Rights Issue. The information in this Offer Document does not constitute a recommendation to acquire New Shares or financial product advice. This Offer Document has been prepared without taking into account the investment objectives, financial or taxation situation or particular needs of any Applicant for New Shares. Before applying for New Shares, you should consider whether such an investment is appropriate to your particular needs, considering your individual risk profile for speculative investments, investment objectives and individual financial

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circumstances. If you are in any doubt about the Rights Issue or the contents of this Offer Document, you should consult your stockbroker, solicitor, accountant or other professional adviser without delay. You should note that the past share price performance of the Company provides no guidance as to its future share price performance.

By returning an Entitlement and Acceptance Form or lodging an Entitlement and Acceptance Form with your stockbroker or otherwise arranging for payment for your New Shares, you acknowledge that you have received and read this Offer Document in its entirety, you have acted in accordance with the terms of the Rights issue detailed in this Offer Document, you agree to all of the terms and conditions as detailed in this Offer Document and you have made your own enquiries and assessment as to the assets, liabilities, financial position, profit and losses and prospects of the Company and the rights attaching to the New Shares.

Offer Restrictions

This Offer Document has been prepared to comply with the requirements of the laws in Australia in relation to the Rights Issue. No action has been taken to register this Offer Document in any jurisdiction outside Australia or to otherwise permit a public offering of New Shares in any jurisdiction outside Australia or New Zealand. The Rights Issue is not extended to any Shareholder whose registered address is outside of Australia or New Zealand. Any failure to comply with foreign legal restrictions in connection with the Rights Issue may constitute a violation of applicable securities laws, and persons who receive this Offer Document should seek advice on and observe any such restrictions. This Offer Document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Definitions

Definitions of certain terms used in this Offer Document are contained in the Glossary at the end of this Offer Document. All references to currency are to Australian dollars and all references to time are to AEST (Sydney time), unless otherwise indicated.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Rights Issue which is not contained in this Offer Document. Any information or representation in connection with the Rights Issue not contained in the Offer Document may not be relied upon as having been authorised by the Company or any of its officers.

Tax

The taxation consequences of any investment in the New Shares will depend on the investor's particular circumstances. It is the responsibility of Eligible Shareholders to make their own enquiries concerning the taxation consequences of accepting the Offer or subscribing for New Shares under the Rights Issue set out in this Offer Document.

Privacy

As a Shareholder in the Company, the Company and the Share Registry have already collected certain personal information from you. If you apply for New Shares, the Company and the Share Registry may update your personal information or collect additional personal information. Such information will be used to assess your Application, service your needs as a Shareholder in the Company, provide facilities and services that you request and carry out appropriate administration. Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, if at all.

The Company and the Share Registry may disclose your personal information for purposes relating to your shareholding in the Company to their agents and service providers as authorised under the Privacy Act. Under the Privacy Act, you may request access to your personal information held by or on behalf of the Company or the Share Registry. If the Company's or the Share Registry's record of your personal information is incorrect or out of date, it is important that you contact the Share Registry so that your records can be corrected.

Enquiries

If you have any questions in relation to the Rights Issue, please contact the Company Secretary on (02) 9325 5900, or your stockbroker, solicitor, accountant or financial adviser. If you have any queries about your Entitlement please contact the Share Registry on 1300 737 760 or (02) 9290 9600:

If you are in doubt about what to do, you should consult your professional adviser, without delay.

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Letter from the Chairman

24 July 2012

Dear Shareholder

NON-RENOUCEABLE RIGHTS ISSUE

As announced on 23 July 2012, the Company is offering a 1:2 non-renounceable Rights Issue to existing shareholders priced at \$0.003 per share to raise up to a maximum of \$5.565 million (before costs). As an incentive for subscribing shareholders two free, attaching Share Options will also be issued for every two New Shares taken up, with one exercisable at any time until 30 September 2013 at a price of \$0.005 per share and the second exercisable at any time until 30 June 2014 at a price of \$0.01 per share.

The purpose of the issue is twofold:

1. To repay, in full or in part, the Convertible Loan Note facility (currently \$1,003,783) provided to the Company by La Jolla Cove Investors Inc (LJC); and
2. To provide additional working capital to assist the Hot Shot Media Joint Venture (HSMJV) undertake its full-scale launch of Shutterbug Millionaire (SBM).

The issue will provide existing shareholders with the opportunity to top up their shareholding at an attractive price; receive option bonuses; and also provide a mechanism for the Company to establish a "pool" of shares (in the event of a shortfall) to offer to certain strategic & institutional investors, without having to seek additional shareholder approval in relation to the 15% provision under ASX Listing Rule 7.1.

The LJC Funding Agreement, signed in September 2011, provided development capital for the HSMJV's San Francisco based project. The month-on-month funding was designed to progress the implementation of the ImageSocial platform and its related photo-driven derivatives, including the recently announced Shutterbug Millionaire (SBM) initiative. As the majority of the shares issued pursuant to the subsequent LJC conversion requests were sold shortly after their issue, however, the facility put significant downward pressure on MMZ's share price and created strong market nervousness and negativity. Consequently, the value created in the JV by the creation of unique ideas and applications and achievement of other significant milestones was not fully or fairly reflected in the Company's market valuation.

Over recent months the Company discouraged LJC from further share conversions however, under the terms of the Funding Agreement, this adversely affected the timely drawdown of funds. This left uncertainties for the Company and for shareholders and investors alike, discouraging new capital injections as well as creating a working capital shortage for the on-going development. It is for this reason that termination of the facility became ever-increasingly important.

The Company has now concluded an agreement with LJC regarding the termination of the facility. This includes full or part repayment of the outstanding loan (with conversion of the balance under the terms of the facility), subject to the level of funds raised under the rights issue.

LJC has agreed to continue funding and to refrain from selling any MMZ shares whatsoever, for a price less than \$0.006 for a period of 90 days from today's date. The period of selling embargo is therefore expected to go beyond the expected launch date of SBM.

I am pleased we have been able to come to an agreement with LJC. In hindsight, it may have been far more prudent for the Company not to have undertaken the LJC funding arrangement. At the time, however, the funding appeared attractive, the market was far more robust and the selling cycle of LJC was not anticipated. The weakness in the market over recent months together with the selling regularity of LJC and the market's awareness of that selling regime, have compounded together to significantly damage the Company's value and adversely affect shareholder's equity. The directors are of the view, however, that now that these arrangements are in place with LJC and especially, given their written undertaking not to sell any MMZ shares for 90 days, the MMZ share price has good potential to rebound, particularly given the momentum that is building around the marketing launch including the Shutterbug Millionaire billboards in NYC and other cities, as well as announcing the remainder of SBM's strategic partners and celebrity judging panel, which already includes Russell James, Erin Heatherton and Sir Richard Branson.

I am also pleased to note that Mr. Travis Huff, for La Jolla Cove Capital Investors said, "It is unfortunate that our business model was not suitable to MMZ, but I am pleased we were able to work together to manage a mutually beneficial exit in this manner. La Jolla fully believes in the potential of Hot Shot Media and Shutterbug Millionaire, which is the reason we have agreed to a 90 day moratorium on MMZ share sales, in order that we can also share in the full benefit to the share price we expect from the execution of these initiatives".

Meanwhile, the joint venture's San Francisco development team has completed SBM's customer service processes and back-end infrastructure to ensure that the ImageSocial platform is both secure and scalable and able to support the significant user base that is expected to quickly proliferate upon the release of SBM. The temporary suspension of operational funding by LJC has, however, caused some short-term delays in this final development and some related marketing activities and the possibility of some nominal changes in competition timing and launch execution.

Whilst these delays have been regrettable, the development team is confident that the ImageSocial platform, including the SBM initiative, is robust, unique and ready to serve as the web's go-to destination to communicate, engage with and monetize subscriber's photographic content.

In addition, market research conducted by ComScore¹, indicates that SBM has a potential target audience of more than 225 million users in the United States, the United Kingdom and Australia, which primarily comprises high-value market segments including High Tech Early Adopters, Mobile Web Users and Social Gamers, which are the core constituents of SBM's media focus.

The Rights Issue is priced at \$0.003 per share, a 25% discount to the current market price, allowing shareholders the opportunity to top up their shareholding at an attractive price while receiving two free, well-priced share options. It will be the Company's intention to apply to have the options listed following completion of the Rights Issue. The options should benefit strongly from the Company's upcoming product and announcement pipeline.

¹ comScore is a global leader in measuring the digital world and preferred source of digital business analytics.

Under the Offer existing shareholders will be offered the opportunity to subscribe for one (1) new ordinary Share for every two (2) shares held as at the Record Date, being 2 August 2012. All Shareholders with a registered address in Australia or New Zealand as at the Record Date are eligible to participate in the Rights Issue. In addition, two free Options will also be issued for every two New Shares taken up, with one exercisable at any time until 30 September 2013 at a price of \$0.005 per share and the second exercisable at any time until 30 June 2014 at a price of \$0.01 per share.

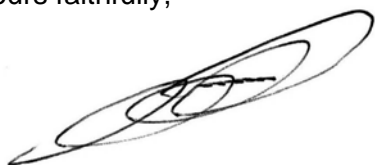
Based on the current capital structure (and assuming no existing Options are exercised prior to the Record Date), if the Rights Issue is fully subscribed, an additional 1,855,206,908 Shares will be issued and approximately \$5.565 million (before costs) will be raised through the issue. The directors, however, do not expect that the Offer will be fully subscribed and intend to place the shortfall (if any) with certain strategic & institutional investors within 3 months of the close of the Offer. Up to a maximum of 1,855,206,908 Options will be issued (subject to rounding). The offer is not underwritten.

The Directors recommend the Offer to shareholders and they advise that they will personally support the issue. Existing shareholders will be given the opportunity to take more than their pro-rata entitlement, should they so wish.

Should you wish to take up more than your Entitlement, please indicate in the space provided on the Entitlement and Acceptance Form. If there is a shortfall, you may be offered more shares, but there is no guarantee that a further offer of shares will be made to you. The right to make the offer of the shortfall to any party, or no-one, is reserved by the Company.

I would encourage all shareholders to read this Offer Document in its entirety and look forward to the continued support of shareholders.

Yours faithfully,



Peter Jermyn,
Chairman,
Mooter Media Limited

Mooter Media Limited

One (1) for two (2) Non-renounceable Rights Issue (“The Offer”)

Summary of Key Information:

Type of Offer:	Non-renounceable Rights Issue to Eligible Shareholders as at the Record Date to raise up to \$5,565,000 (before costs)
Eligible Shareholders:	The Offer is made to all registered holders of shares in the Company at the Record Date of 2 August 2012, whose registered address is in Australia or New Zealand.
Offer Price:	\$0.003 per New Share
Offer Ratio:	One (1) New Share for every two (2) Shares held as at the Record Date of 2 August 2012.
Number of New Shares:	If the Rights Issue is fully subscribed (and assuming no options to acquire shares are exercised prior to the Record Date), an additional 1,855,206,908 Shares will be issued.
Underwriter:	The Rights Issue is not underwritten.

Eligible Shareholders are invited to subscribe for New Shares under the Rights Issue on the basis of one (1) New Share for every two (2) shares held at 5.00pm AEST (Sydney time) on the Record Date of 2 August 2012 at an issue price of \$0.003 per New Share.

At the date of this Offer Document, the Company had a total of 3,710,413,816 Shares on issue, of which all but 502,211,022 are listed on the ASX. Up to a maximum of 1,855,206,908 New Shares may be issued under the Rights Issue, subject to rounding, taking the total issued capital in the Company to 5,565,620,724 Shares.

For every two shares taken up under the Rights Issue, two free Options will also be issued, with one Option exercisable at any time until 30 September 2013 at a price of \$0.005 per share and the second exercisable at any time until 30 June 2014 at a price of \$0.01 per share.

The directors intend to place the shortfall (if any) with certain strategic & institutional investors within 3 months of the close of the Offer.

Capital Structure

Based on the current capital structure (and assuming no Options are exercised prior to the Record Date), if the Rights Issue is fully subscribed, the capital structure of the Company immediately after the Rights Issue will be as follows:

Current Shares issued in capital of the Company	3,710,413,816 being: <ul style="list-style-type: none">• 3,208,202,794 quoted, and• 502,211,022 unquoted
Current Options issued	50,000,000
Total number of New Shares to be issued or expected to be issued under this Rights Issue	1,855,206,908 Shares
Date of issue or expected date of issue of Shares under this Rights Issue	23 August 2012
Total number of ordinary Shares on issue or expected to be on issue immediately following the Rights Issue	5,565,620,724 being: <ul style="list-style-type: none">• 4,812,304,191 quoted, and• 753,316,533 unquoted

Non-Renounceable Rights Issue

The Rights Issue is non-renounceable, which means that you cannot transfer your right to participate in the Offer or subscribe for New Shares under the Rights Issue to anyone else. Any portion of your Entitlement that is not taken up by you by 5.00pm AEST (Sydney time) on the **Closing Date of 20 August 2012** will automatically lapse.

Shareholder approval is not required for this Rights Issue.

Share Market Movements

Eligible Shareholders should note that the market price of Shares in the Company may rise or fall between the date of the Rights Issue and the date that any New Shares are allotted to you as a result of your acceptance of the Rights Issue. The Board recommends that you obtain your own financial advice in relation to the Rights Issue and consider price movements of the Shares in the Company prior to accepting the Rights Issue.

Investors who wish to take part in the Rights Issue who are not currently Shareholders in the Company may purchase Shares prior to the ex-entitlement date of 27 July 2012.

Eligibility

Only Shareholders in the Company whose registered address is in Australia or New Zealand as at the Record Date will be eligible to participate in the Rights Issue. Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form sent with this Offer Document to Shareholders in the Company on or about 3 August 2012. The Entitlement and Acceptance Form will set out an Eligible Shareholder's Entitlement to participate in the Rights Issue.

Option Holders

There are presently 50,000,000 options to acquire Shares (**Options**) on issue. In order to participate in the Rights Issue, Options must be exercised prior to the Record Date. The Company will advise Option holders of their right to participate in the Rights Issue should they choose to exercise their Options prior to the Record Date, however, the Board does not anticipate any Option holder taking that action, given the exercise price of the Options.

Free Attaching Options

For every two shares taken up under the Rights Issue, two free Options will also be issued, with one Option exercisable at any time until 30 September 2013 at a price of \$0.003 per share and the second exercisable at any time until 30 June 2014 at a price of \$0.01 per share.

Underwriting & Shortfall

This Rights Issue is not underwritten. Any shortfall under the Rights Issue (Shortfall) will be dealt with in accordance with ASX Listing Rule 7.2, Exception 3, under which the directors reserve the right to place the Shortfall within 3 months of the close of the Offer, at a price no less than the Offer Price.

Should any shareholder wish to take up more than their Entitlement, they should so indicate in the space provided on the Entitlement and Acceptance Form. If there is a shortfall, shareholders applying for more shares will receive a priority for part or all of the additional shares so applied for, but such allocation, or non- allocation, is subject to the availability of shortfall shares and entirely at the discretion of the Company.

Possible Change of Control

The issue of the shares under the Rights Issue is not expected to have any material impact, effect or consequence on the control of MMZ, irrespective of the participation of shareholders. At this stage it is not possible for the Directors of MMZ to anticipate whether or not, and to what extent, all or any shareholders will take up their entitlements of shares under the Rights Issue. However:

- a) if all eligible shareholders take up their entitlements under the Rights Issue, then there will be no effect on the control of MMZ;

- b) in the more likely event that there is a Shortfall, shareholders who do not subscribe for their full entitlement under the Rights Issue will be diluted relative to those shareholders who subscribe for their full entitlement;
- c) where there is a Shortfall, the directors intend to place the Shortfall with sophisticated investors. In the unlikely event that no shares are taken up by any of the existing shareholders under the Rights Issue, and the Shortfall was placed with one party, that party would become entitled to approximately 1,855,206,908 new shares which would represent 50% of the expanded issued capital of approximately 5,565,620,724 shares in MMZ immediately following the Rights Issue.

TIMETABLE

The timetable for the Rights Issue is as follows:

Summary of Important Dates

Announcement of Rights Issue and Share Placement, lodgement of Appendix 3B and Cleansing Notice with ASX.	23 July 2012
Lodge Offer Document with ASX and notice to Option Holders despatched.	25 July 2012
Send Notice to Shareholders (containing information required by Appendix 3B)	25 July 2012
Shares Trade ex-entitlement	27 July 2012
Record Date to determine Entitlements	2 August 2012
Despatch date for Offer Document and serially numbered Offer Entitlement and Acceptance Form to shareholders	3 August 2012
Announce to ASX that despatch has been completed	3 August 2012
Closing Date 5.00pm AEST (Sydney time) (Last day for acceptance and payment in full)	20 August 2012
Securities quoted on a deferred settlement basis	20 August 2012
Notify ASX of any Shortfall	22 August 2012
Despatch of Holding Statements	23 August 2012
New Shares Expected to Commence Trading	24 August 2012

The timetable above is indicative only and may change, subject to the requirements of the ASX Listing Rules and the Corporations Act 2001 (Cth).

The Company reserves the right to amend this indicative timetable. In particular, the Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date without prior notice. Any extension of the Closing Date will have a consequential effect on the date for the issue of New Shares.

Action Required by Shareholders

What you may do:

The number of New Shares to which Eligible Shareholders are entitled under the Rights Issue (your "Entitlement") is shown on the individually prepared and serially numbered Entitlement and Acceptance Form enclosed with this Offer document. Eligible Shareholders may:

- (1) take up all of their Entitlement to New Shares; or
- (2) take up part of their Entitlement and allow the balance to lapse; or
- (3) take up all of their Entitlement to New Shares and apply for more, if there is a shortfall; or
- (4) not take up any of their Entitlement and allow it to lapse.

You cannot sell or transfer your Entitlement to any other person.

If you wish to take up all of your Entitlement

If you wish to take up your Entitlement in full, complete the Entitlement and Acceptance Form in accordance with the instructions set out on the form. Forward your completed Entitlement and Acceptance Form together with your Australian Dollar cheque or bank draft for the amount shown on the form **to reach the Share Registry at the address on the form and in paragraph 5 below so that it is received no later than 5.00 pm (Sydney time) on 20 August 2012 (Closing Date)**. Cheques or bank drafts should be made payable to "Mooter Media Limited - Rights Issue" and crossed "Not Negotiable".

Alternatively, you may pay by **BPAY** by following the instructions set out on the back of the Entitlement and Acceptance Form.

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

If you wish to accept part of your Entitlement and allow the balance to lapse, complete the Entitlement and Acceptance Form for the number you wish to take up, in accordance with the instructions set out on the form. Forward your completed Entitlement and Acceptance Form together with your Australian Dollar cheque or bank draft for the amount shown on the form **to reach the Share Registry at the address on the form and in paragraph 5 below so that it is received no later than 5.00 pm (Sydney time) on 20 August 2012 (Closing Date)**. Cheques or bank drafts should be made payable to "Mooter Media Limited - Rights Issue" and crossed "Not Negotiable".

Alternatively, you may pay by **BPAY** by following the instructions set out on the back of the Entitlement and Acceptance Form.

To the extent that you do not accept your full Entitlement, your holding of existing Shares will be diluted because the issue of New Shares will increase the total number of Shares on issue.

If you wish to take up more than your Entitlement

If you wish to take up more than your Entitlement, please indicate this intention in the space provided on the Entitlement and Acceptance Form. If there is a shortfall, shareholders applying for more shares will receive a priority for part or all of the additional shares so applied for, but such allocation, or non- allocation, is subject to the availability of shortfall shares and entirely at the discretion of the Company.

If you do nothing,

Any Entitlement that is not taken up by 5.00 pm (Sydney time) on 20 August 2012 (Closing Date) will lapse. You will receive no payment for your lapsed Entitlement. Your holding of existing Shares will be diluted because the issue of New Shares will increase the total number of Shares on issue.

Payment

Acceptances for New Shares must be accompanied by payment in full of \$0.003 per New Share. Payment will only be accepted in Australian currency and by way of cheque or bank draft. Cheques or bank drafts should be made payable to "Mooter Media Limited - Rights Issue" and crossed "Not Negotiable".

Alternatively, you may pay by using the **BPay Option** set out on the Entitlement & Acceptance Form, **in which case you do not need to return the Entitlement & Acceptance Form.** If paying by BPay the payment received divided by the issue price will be deemed to be the number of Shares you are applying for.

Please do not forward cash. Receipts for payment will not be provided.

Delivery

The Entitlement and Acceptance Form, together with your cheque in full payment (unless you have chosen to use the BPay option) must be received at the address of the Share Registry shown below not later than 5.00PM AEST (Sydney time) on the Closing Date being **20 August 2012.**

Mooter Media – Entitlement Offer Account

Hand deliveries

Boardroom Limited
Level 7, 207 Kent Street
Sydney NSW 2000

Postal address:

Boardroom Limited
GPO BOX 3993
Sydney NSW 2000

GLOSSARY

For the purposes of further interpreting this Offer:

Definitions

“**AEST**” means Australian Eastern Standard Time;

“**Applicant**” means an Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or arranging for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form;

“**ASIC**” means the Australian Securities and Investments Commission;

“**ASX**” means ASX Limited ACN 008 624 691;

“**Board**” means the board of Directors of the Company;

“**Closing Date**” means 5.00pm (AEST Sydney time) on **20 August 2012**;

“**Company**” means Mooter Media Limited ACN 059 081 2935;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a director of the Company;

“**Eligible Shareholders**” means all shareholders with a registered address in Australia or New Zealand as at the Record Date;

“**Entitlement**” means the entitlement to subscribe for New Shares pursuant to the Rights Issue;

“**Entitlement and Acceptance Form**” means the Entitlement and Acceptance Form accompanying this Offer Document;

“**New Share**” means a new Share proposed to be allotted and issued under the Rights Issue;

“**Notice**” means the notice given under section 708AA(2) of the Corporations Act 2001 which accompanies this Offer;

“**Offer**” means the offer contained in this Offer Document;

“**Offer Document**” means this document;

“**Option**” means an option to take up a fully paid ordinary share in the issued capital of the Company;

“**Record Date**” means **2 August 2012**;

“**Rights Issue**” means the pro rata non-renounceable offer to Eligible Shareholders to subscribe for New Shares on the basis of one (1) New Share for every two (2) Shares of which the Eligible Shareholder is the registered holder as at 5.00pm AEST (Sydney time) on the Record Date at an issue price of \$0.003 per New Share, pursuant to this Offer Document;

“**Share**” means a fully paid ordinary share in the issued capital of the Company;

“**Shareholder**” means a holder of Shares from time to time;

“Share Registry” means Boardroom Limited;

Interpretation

- (a) The singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings bold typing and italics (if any) have been inserted for convenience of reference only and do not define limit or affect the meaning or interpretation of the Notice;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignee);
- (f) reference to “\$”, “A\$”, “Australian Dollars” or “dollars” or “cents” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

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Corporate Information

MOOTER MEDIA LIMITED

ABN 26 059 081 293

Directors

Peter Jermyn– Chairman
Simon Meadmore – Non Executive Director
Nicholas Stavropoulos – Non Executive Director
Trent Blacket – Non Executive Director

Company Secretary

John F. Diddams

Registered Office

Level 6, 8 Help Street
Chatswood, NSW 2067

Telephone

+ 61 (2) 9325 5900

Legal Advisors

Truman Hoyle
Level 11, 68 Pitt Street
Sydney, NSW 2000

Auditors

RSM Bird Cameron Partners
Level 12, 60 Castlereagh Street
Sydney, NSW 2000

Corporate Website www.mootermedia.com

Search Website www.mooter.com

Email: info@mootermedia.com

ASX Code MMZ

OTCQX Code MOTMY

Special Advisory Board

Lord Anthony St John
Robert Moore
Jeannine Smith

Mailing Address

PO Box 5159
West Chatswood, NSW 15

Facsimile

+ 61 (2) 9325 5950

Patent Attorneys

Shelston IP
Level 21, 60 Margaret Street
Sydney, NSW 2000

Share Register

Boardroom Pty Ltd
Level 7, 207 Kent Street
Sydney NSW 2000



RIGHTS ISSUE ENTITLEMENT AND ACCEPTANCE FORM

Name 1
Name 2
Name 3
Name 4
Name 5
Name 6

Entitlement No.

Subregister

SRN/HIN.

Number of Shares held at 7pm
on 2 August 2012

Offer Closes: 5pm AEDT 20 August 2012

NON-RENOUNCEABLE ISSUE OF UP TO 1,855,206,908 NEW SHARES AT AN ISSUE PRICE OF \$0.003 CENTS EACH ON THE BASIS OF 1 (ONE) NEW SHARE FOR EVERY 2 (TWO) ORDINARY SHARES HELD TOGETHER WITH 2 FREE ATTACHING SHARE OPTIONS, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER.

A Rights Acceptance

If you wish to accept your FULL ENTITLEMENT please complete and return this form WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW. The return of this form by the close date with payment will constitute acceptance of the Offer. Your signature is only required when an alteration to your address is indicated by you over the page.

Entitlement to New Shares on the basis of One New Share for every Ten Ordinary Shares held	Price Per Share	Amount Payable for Full Acceptance, at \$0.005 per New Share
	\$0.003 per Share =	

If you wish to accept PART OF YOUR ENTITLEMENT ONLY please complete this form showing in the box below the NUMBER OF NEW SHARES BEING ACCEPTED and the appropriate amount payable.

Number of New Shares accepted	Price Per Share	Amount Enclosed
	\$0.003 per Share =	\$

B Apply for additional shares (if available)

If you wish to apply for additional shares to your Rights Entitlement above please insert the number of shares in the box below and the appropriate amount payable. These additional shares will only be allotted if available.

Number of Additional Shares Applied for	Price Per Share	Amount Enclosed
	\$0.003 per Share =	\$

C Payment

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the Mooter Media Limited Share Registry. Payments cannot be made at any bank.

Payment Option 1 - BPAY



Biller Code: XXXX
Ref: «BPayCRN»

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.
More info: www.bpay.com.au
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for.

Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to Mooter Media Limited and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

THIS FORM CONTINUES OVERLEAF

D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

By submitting this Application Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Offer Document to which this Application Form relates and declare that this Application is completed and lodged according to the Offer Document and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Mooter Media Limited and agree to the terms and conditions of the Offer under this Offer Document. I/We represent and warrant that I/we understand that this Offer is being made without issuing a prospectus in accordance with section 708AA of the Corporations Act. And that the Offer Document does not contain all the information that a prospective investor would find in a prospectus or which a prospective investor would expect or may require to make an informed decision as to whether or not to accept this Offer or subscribe for the New Shares.

LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New shares for which you are accepting by \$0.003 then fill in the acceptance details, where necessary, in the space provided on the front of this form. Complete your cheque details on the front of this form and send your cheque/draft and completed form to:

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Telephone No. 02 9290 9600
Facsimile No. 02 9279 0664

If you do not deal with your entitlement it will lapse at 5.00 pm AEDT on 20 August 2012.

PAYMENT

Cheque or Draft

All cheques or drafts (expressed in Australian currency) are to be made payable to 'Mooter Media Limited' and crossed "Not Negotiable".

BPAY

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY **before 5.00 pm AEDT on 20 August 2012**.

PAYMENT - OVERSEAS RESIDENTS

Overseas shareholders who are permitted to apply for shares must obtain a draft in Australian currency payable on a bank in Australia, or where the shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

The Australian currency draft should be attached to your completed form and the document mailed to:

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

OVERSEAS SHAREHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Offer Document.

CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHES holders must notify your sponsoring broker for amendments to holdings on the CHES Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (http://www.boardroomlimited.com.au/help/share_privacy.html).