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ASX Announcement | 12 September 2016

Crowd Mobile Limited (ASX:CM8 & FWB-XETRA:CM3)

Rights Issue and Management Restructure

Rights Issue

Crowd Mobile Limited (**Crowd Mobile** or the **Company**) is pleased to announce that it is undertaking a pro-rata partially underwritten non-renounceable rights issue (**Offer** or **Rights Issue**).

Key highlights of the Rights Issue:

- **Rights Issue on a 1:18 basis at an issue price of \$0.16 per share to raise circa \$1.5 million**
- **Free attaching options on a 1:2 basis for new shares issued under the Rights Issue. The attaching options will be exercisable at \$0.27 each and will expire 2 years from their date of issue**
- **Offer partially underwritten up to \$600,000, with shortfall facility to enable applications for additional shares**
- **Directors commit to participate as sub-underwriters**
- **Funds raised will strengthen the Company's balance sheet, which will facilitate the Company in solidifying a number of material partnership opportunities.**

Eligibility to participate

The Offer will be made to all registered holders of ordinary shares in the Company with a registered address in Australia or New Zealand as at the Record Date (**Eligible Shareholders**).

The Company has determined that it would be unreasonable to extend the Offer to shareholders with a registered address outside Australia or New Zealand (**Ineligible Shareholders**) having regard to:

- the small number of shareholders with addresses in such other countries;
- the number and value of the shares they hold; and
- the cost to the Company of complying with applicable legal and regulatory requirements in such other countries.

Dispersion strategies

The Offer is partially underwritten up to an amount of \$600,000. DJ Carmichael Pty Ltd is acting as underwriter for the Rights Issue, and lead manager for any shortfall placement occurring in the 3 months after the Closing Date, in the event that the Rights Issue is not fully subscribed at the Closing Date. Directors Messrs Domenic Carosa and Theo Hnarakis, or entities with which they are associated, intend to participate in the Offer as sub-underwriters.

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New Shares issued under the Offer

The number of issued shares at the date of this announcement and the maximum total number of issued shares following the Offer are as follows:

Event	Number of Shares
Shares currently on issue	172,596,048
Maximum New Shares issued pursuant to the Offer	9,588,669
Maximum total shares on issue after completion of the Offer	182,184,717

The New Shares issued under the Offer will be fully paid and will rank equally with the Company's existing Shares on issue. The Company will make an application to the ASX for official quotation of the New Shares.

Indicative timetable

EVENT	DATE
Announcement of Rights Issue	Pre-market Monday 12 September 2016
Prospectus lodged with ASIC	Monday 12 September 2016
Lodgement of the following documents with ASX: <ul style="list-style-type: none">▪ and Appendix 3B; and▪ this Prospectus	Pre-market Monday 12 September 2016
Letter to Option Holders sent and lodged with ASX	Monday 12 September 2016
Notice sent to Shareholders containing ASX Appendix 3B details and indicative timetable	Tuesday 13 September 2016
"Ex" date where the Company's existing Shares will commence trading without the entitlement to participate in the Offer	Wednesday 14 September 2016
Record Date to determine Entitlements under the Offer	7.00pm (Melbourne time) Thursday 15 September 2016
Opening Date for the Rights Issue	Monday 19 September 2016
Mailing of Prospectus and Entitlement and Acceptance Form to Eligible Shareholders	
Last day to extend Closing Date of the Rights Issue	Wednesday 28 September 2016
Closing Date of Rights Issue	5.00pm (Melbourne time) Tuesday 4 October 2016
Shares quoted on a deferred settlement basis	Wednesday 5 October 2016
Notification of under-subscriptions to Underwriter and ASX	Friday 7 October 2016
New Shares for which valid applications have been received and accepted by the Company will be issued	Monday 10 October 2016
Deferred settlement trading ends	Monday 10 October 2016

Normal trading of New Shares on ASX expected to commence	Tuesday 11 October 2016
Deadline for Shortfall Placement	Wednesday 4 January 2017

This timetable is indicative only and subject to change. Subject to the *Corporations Act 2001* (Cth) and the ASX Listing Rules, the Board reserves the right to vary these dates, including the closing date of the Offer, without prior notice.

The Company also reserves the right not to proceed with the whole or part of the Offer at any time prior to the issue date. In that event, application monies will be refunded in full without interest.

Full details of the terms and conditions of the Offer will be contained in the Prospectus to be lodged with ASX and despatched to Eligible Shareholders in accordance with the timetable set out above.

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Management restructure

Crowd Mobile is also pleased to announce that it has appointed Mr Ivo Urlings as the Chief Executive Officer for the Company's Track division (**Track CEO**), a role which up until now has been performed by Crowd Mobile Director Mr Hans de Back.

The Company further advises that as a result of Mr Urlings' appointment as Track CEO, Mr de Back will transition from his role of Executive Director back into the role of Non-Executive Director of Crowd Mobile; Mr de Back will continue to provide consulting services in relation to the Track business during the transition period.

-ENDS-

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About Crowd Mobile

Crowd Mobile is a mobile-first company with a world-leading 'Q&A' platform, providing personalised expert advice, and a subscription service giving users access to games, infotainment and security products. We operate across 54 countries and 30 languages and have partnered with more than 160 mobile carriers, allowing users to pay for products and services through their mobile phone or with Google or Apple Pay. Crowd Mobile has developed a diverse range of products in the m-payment, entertainment and infotainment space and is listed on Australian and German stock exchanges (ASX:CM8, FWB-XETRA:CM3).

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