

1 August 2017

**ASX Announcement
Notice under section 708AA of the Corporations Act**

This notice is provided by Motopia Limited ACN 099 084 143 (**Motopia or Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Today, Motopia announced a three for four non-renounceable pro rata rights issue (**Rights Issue or the Offer**) to holders of shares in the Company with a registered address in Australia or New Zealand as at 7:00 pm AEST on 4 August 2017 (**Eligible Shareholders**).

Pursuant to the Rights Issue, the Company will issue up to approximately 62,368,978 fully paid ordinary shares in the capital of the Company (**New Shares**) at an issue price of \$0.035 (3.5 cents) per New Share. The Offer Document for the Rights Issue was released to ASX on 1 August 2017 and will be dispatched to Eligible Shareholders on 9 August 2017.

Eligible Shareholders may, in addition to taking up their entitlements in full, apply for additional shares in excess of their entitlements at the same price as under the Offer.

In accordance with section 708AA(2)(f) of the Corporations Act, the Company hereby gives notice that:

1. Motopia will offer the New Shares without disclosure to investors under part 6D.2 of the Corporations Act as modified by ASIC Instrument 2016/84;
2. Motopia is giving the notice under section 708AA(2)(f) of the Corporations Act as modified by ASIC Instrument 2016/84;
3. as a disclosing entity the Company is subject to regular reporting and disclosure obligations;
4. as at the date of this notice, Motopia has complied with:
 - a. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - b. section 674 of the Corporations Act;
5. as at the date of this notice, there is no information:
 - a. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and

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- b. that investors and their professional advisors would reasonably require, and would reasonably expect to find in a disclosure document, for the purposes of making an informed assessment of:
 - i. the assets and liabilities, financial position and performance, profit and losses and prospects of Motopia; or
 - ii. the rights and liabilities attaching to the New Shares.
6. The potential effect the issue of New Shares will have on the control of Motopia is as follows:
- a. if all Eligible Shareholders take up their entitlements under the Rights Issue, then the Offer will have no significant effect or consequence on the control of Motopia;
 - b. if an Eligible Shareholder does not take up entitlements under the Rights Issue, then the shareholding interest of that shareholder in Motopia will be diluted;
 - c. the shareholding interest of shareholders with a registered address outside of Australia and New Zealand will be diluted as such shareholders are not entitled to participate in the Offer; and
 - d. no shareholder will increase their voting power in the Company from below 20% to above 20% as a result of the Offer.

The table below sets out the impact of the Rights Issue (assuming fully subscribed) on the capital structure of the Company:

Number of Shares currently on issue and quoted on ASX	83,158,638
Number of New Shares to be issued under the Offer	Up to 62,368,978
New Shares to be issued as consideration for the acquisition of Cirralto (to be issued post-Record Date)	Up to 132,500,000
Total Shares on issue on completion of the Offer	Up to 278,027,616

Justyn Stedwell
 Company Secretary
 On behalf of the Board of Directors
 Motopia Limited

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