

2 August 2017

Dear Shareholder

Motopia Limited - Non-Renounceable Rights Issue

Motopia Limited ACN 099 084 143 (**Company**) is pleased to provide an opportunity for holders of shares in the Company (**Shareholders**) with a registered address in Australia or New Zealand (**Eligible Shareholders**) as at 7:00 p.m. AEST on 4 August 2017 (**Record Date**) to participate in a non-renounceable pro rata rights issue (**Rights Issue** or **the Offer**).

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 New Shares will be offered to Eligible Shareholders on the basis of three (3) New Shares for every four (4) fully paid ordinary shares (**Shares**) held in the Company as at the Record Date (**Entitlement**).

Fractional entitlements under the Offer will be rounded up to the nearest whole number of New Shares. The New Shares will be fully paid, will rank equally with the Company's existing issued Shares and the Company will make an application to the ASX for official quotation of the New Shares.

If fully subscribed, the Offer will raise up to approximately \$2,182,914 before transaction costs. The Rights Issue has not been underwritten but Directors will retain the right to place any shortfall at their discretion. The Company will use the net proceeds from the Offer for working capital purposes and to increase Cirralto revenue generation capabilities from the expansions of its team, intellectual property and sales and marketing presence.

The Company intends to complete the acquisition of Cirralto on or about 30 September 2017. Cirralto is a technology solutions provider and owner of the Flashconvert technology solution. Flashconvert is a migration service that migrates legacy data to cloud and contemporary application platforms. The Flashconvert migration tool reads, converts, cleans and writes the data from a legacy source system and format to a uniform data format able to be migrated to the destination application.

A merger of the Company's technology with Cirralto's technology and services is expected to provide significant growth and revenue opportunities for the merged company and result in value accretion for Shareholders. Full details of the acquisition of Cirralto, including an independent expert's report due to the related party nature of the acquisition, are contained in the Company's notice of meeting lodged with ASX on 29 May 2017.

Full details of the Offer are contained in the Offer Document lodged with ASX on 1 August 2017. The Offer Document is available on the ASX website. The Offer Document and an Entitlement and Acceptance Form will be sent to all Eligible Shareholders on 9 August 2017.

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The rights to subscribe for the New Shares in accordance with an Entitlement under the Offer (**Rights**) are non-renounceable which means that Eligible Shareholders who do not wish to subscribe for some or all of their Entitlement will be unable to sell their respective Rights.

Eligible Shareholders that subscribe for their full Entitlement under the Offer may apply for any number of additional Shares by completing the section of the Entitlement and Acceptance Form entitled 'Shortfall'. Shortfall will be issued at the Directors' discretion.

Shortfall Shares will be issued at the same price and on the same terms as the New Shares and an Eligible Shareholder may only make an application for Shortfall Shares if they apply for their maximum Entitlement under the Rights Issue.

The number of issued Shares at the date of this letter and the total number of issued New Shares at the close of the Offer (if fully subscribed) are as follows:

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
Shares to be issued as consideration for the acquisition of Cirralto	Up to 132,500,000
Total Shares on issue on completion of the Offer	Up to 278,027,616

Shareholders as at the Record Date that have a registered address outside Australia or New Zealand (**Ineligible Shareholders**) will not be eligible to participate in the Offer. In accordance with ASX Listing Rule 7.7.1, the Company has determined that it would be unreasonable to extend the Offer to Ineligible Shareholders.

Under the Offer, Eligible Shareholders may:

- take up all of their Entitlement;
- take up all of their Entitlement and apply for additional Shortfall Shares;
- allow all of their Entitlement to lapse; or
- take up part of their Entitlement and allow the balance to lapse.

Eligible Shareholders who are taking up part or all of their Entitlement must ensure that the completed Entitlement and Acceptance Form and Application Money is received by the Company's share registry, Computershare Investor Services Pty Limited, by 5.00pm AEST on Thursday, 31 August 2017 (**Closing Date**).

The proposed timetable and important dates of the Rights Issue are set out below.

Event	Date
Announcement of Rights Issue, Offer Document, Appendix 3B and cleansing notice lodged with ASX	Tuesday, 1 August 2017
Notice to Shareholders containing information required by Appendix 3B	Wednesday, 2 August 2017

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Ex date – the date on which Shares commence trading without the entitlement to participate in the Rights Issue	Thursday, 3 August 2017
Record Date – the date for determining entitlements of Shareholders to participate in the Rights Issue	Friday, 4 August 2017
Dispatch of Offer Document and Entitlement and Acceptance Form	Wednesday, 9 August 2017
Rights Issue opens for acceptances	Wednesday, 9 August 2017
Closing Date	Thursday, 31 August 2017
Notification to ASX of under subscriptions	By Tuesday, 5 September 2017
Allotment of New Shares	By Thursday, 7 September 2017

This timetable is indicative only and subject to change. Subject to the *Corporations Act 2001* (Cth) and the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date. The Directors also reserve the right not to proceed with the Offer (or any part of it) at any time prior to allotment. In that event, any Application Money received will be returned without interest.

Please ensure you read the Offer Document in its entirety and refer to the Company's ASX announcements before considering whether to participate in the Offer. If in any doubt you should consult your professional advisor.

Raptor Global Corporation Ltd has been contracted to manage the Rights Issue and provide corporate services to the company.

If you would like to discuss your investment in the company further please feel free to make contact with Raptor Global Corporation on [+61 \(08\) 6180 2266](tel:+6181802266) or admin@raptorglobalcorp.com.

For further information on your Entitlement please contact the Company's share registry Computershare Investor Services Pty Limited by telephone on 1300 557 010 (within Australia) and +61 3 9415 4000 (outside Australia).

Yours faithfully

Justyn Stedwell
 Company Secretary
 On behalf of the Board of Directors
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