

CONNEXION MEDIA LIMITED

ABN: 68 004 240 313

PROSPECTUS

For an offer of up to 29,873,257 New Options at an issue price of \$0.015 per New Option (**Offer**). Each New Option is exercisable at \$0.20 on or before 5pm on 28 February 2017.

If a New Option is exercised on or before 1 January 2016, the holder is entitled to receive a Piggy Back Option, exercisable at \$0.25 on or before 5pm on 1 January 2018.

The Offer is not underwritten.

The Offer is only made to persons nominated by the Company.

IMPORTANT NOTICE

The New Options offered by this Prospectus should be considered a speculative investment and potential investors should refer to Section 5 for further details concerning the risk factors.

This document is important. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

Neither Connexion nor any other person guarantees the performance of the New Options offered pursuant to this Prospectus or the Shares issued on exercise of the New Options, or the performance of Connexion, or the return of any investment.

DIRECTORY

DIRECTORY	2
1 IMPORTANT DATES AND IMPORTANT INFORMATION	3
2 OVERVIEW.....	4
3 PURPOSE AND EFFECT OF THE OFFER	6
4 DETAILS OF THE OFFER	10
5 RISK FACTORS	14
6 CONTINUOUS DISCLOSURE OBLIGATIONS.....	17
7 ADDITIONAL INFORMATION	21
8 GLOSSARY	30

Company

Connexion Media Limited
(ASX: CXZ)

Officers

Mr John Conomos (Chairman)
Mr George Parthimos (Managing Director)
Mr Ashley Kelly (Exec. Director)
Mr Sean Habgood (Non Exec. Director)
Mr Eric Jiang (Exec. Director)

Contact Details

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Melbourne VIC 3004
Fax: +61 3 9866 5859
Phone: +61 3 9866 7889
Website:
www.connexionmedia.com.au

Share Registry

Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000
Fax: 1300 653 459
Phone: 1300 737 760 (within Australia)
+61 2 9290 9600 (outside Australia)

Auditor *

William Buck Audit (Vic) Pty Ltd
Level 20, 181 William Street
Melbourne VIC 3000

Legal Advisor

Kelly Hazell Quill Lawyers
Level 15, 440 Collins Street
Melbourne VIC 3000
T +61 3 9663 9877

**This entity has not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. They are named for information purposes only.*

1 IMPORTANT DATES AND IMPORTANT INFORMATION

1.1 Important Dates

Event	Date
Lodgement of the Prospectus with ASIC (and a copy to the ASX)	12 May 2015
Opening Date	9am on 13 May 2015
Closing Date	5pm on 18 May 2015
Issue date	27 May 2015
The last day for securities to be entered into the holders' security holdings.	

**The dates are indicative only. Subject to the Listing Rules, the Directors may vary the dates without prior notice, including closing the offer early or extending the closing date.*

1.2 Important Information

This Prospectus is dated 12 May 2015 and was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will apply for admission of the New Options offered by this Prospectus to quotation on ASX within 7 days after the date of this Prospectus.

It is important that you carefully read this Prospectus in its entirety before deciding to invest in the Company and, in particular, in considering the prospects for the Company, that you consider the risk factors that could affect the financial performance of the Company. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

No person or entity is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or the Directors in connection with the Offer.

This Prospectus does not constitute an offer of New Options in any place in which, or to any person to whom, it would not be lawful to do so. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and any person into whose possession this Prospectus comes (including nominees, trustees or custodians) should seek advice on and observe those restrictions. The New Options have not been, and will not be, registered under the US Securities Act 1993 (as amended) and may not be offered or sold in the United States or to, or for the account of or benefit of, US persons. Accordingly neither this Prospectus nor an Application may be sent to investors in the United States or otherwise distributed in the United States.

This Prospectus may be viewed at the Company's website at www.connexionmedia.com.au. Defined terms and abbreviations used in this Prospectus are explained in the glossary (refer to section 8).

2 OVERVIEW

This information is a selective overview only. Investors should read this Prospectus in full before deciding whether to invest in New Options.

Query	Response	Where to find further information (section)
What is the Offer?	The Offer is an offer to subscribe for New Options. The Offer is only made to persons nominated by the Company.	See section 4.1 for further details
What is the issue price?	The issue price is \$0.015 per New Option. The exercise price is \$0.20 per New Option.	See section 4.1 for further details
How much will be raised from the Offer?	The Offer will raise up to approximately \$448,098 (before costs).	See section 3 for further details.
What is the purpose of the Offer and how will the funds raised be used?	The primary purpose of the Offer is to capitalise on the excess demand the Company received from applicants pursuant to its recent Rights Issue Offer. The Company intends to use the proceeds received pursuant to the Offer of New Options in respect of the Company's fleet management and telematics service known as "Flex", for the payment of the expenses of the Offer and for general working capital.	See section 3 for further details
What are the key risks of a subscription under the Offer?	An investment in the Company has risks that you should consider before making a decision to invest. These risks include: • the Company's current business has only a minimal operating history upon which an evaluation of future prospects can be based; and • only a small amount of revenue has been generated to date from its current operations as at the date of this Prospectus. The Company is currently not a party to any contracts that guarantee a significant, ongoing revenue stream. Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Options.	See section 0 for further details.
Is the Offer underwritten?	No	

Query	Response	Where to find further information (section)
Where can I find out more information about the Company?	This Prospectus is intended to be read in conjunction with the publicly available information in relation to Connexion which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Applicants should therefore also have regard to the other publicly available information in relation to Connexion before making a decision whether or not to invest in the New Options.	Information can be accessed from the ASX or via Connexion's website at www.connexionmedia.com.au .

3 PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

The Company is a technology company focused on in-vehicle and data analytic services. The Company's maiden service is a global digital radio application known as "Miroamer".

The Company's securities were reinstated to Official Quotation on 28 August 2014. As part of the process to reinstatement, the Company undertook a public offer of Shares and raised \$3,335,864. The funds raised pursuant to the public offer were predominately budgeted for the "Miroamer" service.

On 13 November 2014, the Company announced to the ASX the proposed launch of a new fleet management and telematics service for the after-market connected vehicle market called "Flex".

Through its partnership with Buddy.com (a cloud-based telematics service), as well as in-house proprietary developments in cloud storage and web services, the Company built a prototype of the new service.

The service is 3G connected and plugs directly into the OBD-II port (found in most vehicles manufactured from 1996 onwards). Once the service is installed, the fleet owner has access to a vast array of in-vehicle information, all provided in real time. The information is also stored on a cloud service and can be retrieved up to 1 year from the date the data was originally captured.

The "Flex" service allows fleet owners to (amongst other things):

- (a) know where every vehicle in its fleet is at any given point in time; and
- (b) set safety thresholds such as speed limit notifications and vehicle performance thresholds.

Customers are offered fixed term subscription based contracts ranging from 12 months to 36 months and will pay for the service on a per vehicle per month basis.

The Flex service was launched in March 2015 in Australia and the Company has signed up a small number of fixed term subscription based contracts with customers.

The Company has also recently agreed terms with a multinational automaker to customise the Flex service for the automaker's market requirements and to offer the service throughout its US-based dealer network. The automaker will pay the Company to customise the Flex service and any revenues generated through the service will be shared between the automaker and the Company.

Pursuant to a prospectus dated 2 February 2015, the Company made a pro rata non-renounceable offer of 2 options for every 3 Shares held by eligible shareholders at an issue price of \$0.015 per option (**Rights Issue Offer**). The total number of options issued under the Rights Issue Offer (and related shortfall offer) was 54,746,513 options and raised a total of \$821,198 (before the costs of the offer).

The purpose of the Rights Issue Offer was to fund the costs associated with the development, commercialisation and launch of “Flex” after the deduction of the costs of the Rights Issue Offer.

There was very strong demand from shareholders and others with the Rights Issue Offer (and related shortfall offer) being oversubscribed, with the Company having to reject a large number of applications for options pursuant to the shortfall offer. In light of this strong demand, the Company has decided to offer to issue further options pursuant to this Offer to ensure that the excess demand is met by the Company. Applicants to the Offer are likely to include clients of PAC Partners Pty Ltd who underwrote the Rights Issue Offer. The terms and conditions of the New Options are identical to the options issued pursuant to the Rights Issue Offer. Shareholders of the Company approved the issue of New Options pursuant to the Offer at a general meeting held on 27 April 2015.

Accordingly, the purpose of the Offer is to meet the excess demand the Company received from applicants pursuant to the Rights Issue Offer. Like the Rights Issue Offer, the funds raised pursuant to the Offer (after the deduction of the costs of the Offer) will also be used for the further development and commercialisation of “Flex”, including a more aggressive marketing campaign than was budgeted using the funds raised from the Rights Issue Offer, and for the provision of the service through solar-powered ports to cater for non-powered vehicles such as trailers that do not have a OBD-II port.

3.2 Use of Funds

In detail it is anticipated that the funds raised will be used as follows:

Details	\$
Flex service development and commercialisation	380,000
- Sales and Marketing Activities (1)	220,000
- Technology Activities (2)	10,000
- Purchase of hardware units (3)	150,000
Costs of the Offer	48,098
- ASIC fees	2,290
- ASX fees	3,511
- Other expenses (including legal and share registry) (4)	42,297
Working capital	20,000
Total	\$448,098

Notes:

- (1) Pursuant to the Rights Issue Offer, the Company allocated \$150,000 to sales and marketing expenses for the Flex service. This Offer will allow the Company to spend additional funds on sales and marketing expenses for the Flex service, including participating in local and international trade shows and developing marketing material such as brochures and flyers to promote the Flex service at both trade shows as well as customer site visits.
- (2) These costs relate to the updating, and maintenance and support, of the Flex website.
- (3) This equates to approximately 500 solar-powered hardware units.
- (4) This is a provision for the estimated costs of the Offer. If this amount increases or decreases, the funds available for working capital described in the above table will change correspondingly.

The information set out above is a statement of present intention as at the date of this Prospectus. Given the nature of the Company's business, the Board reserves the right to alter the allocation of funds detailed in the above table depending on commercial and other factors.

Any funds raised from the exercise of any of the New Options will be applied towards general working capital requirements of the Company at that time.

3.3 Effect on financial position

Set out below is the reviewed pro forma statement of financial position of the Company as at 31 December 2014 which presents the reviewed statement of financial position as at 31 December 2014, as reviewed by William Buck. The pro forma statement of financial position adjusts the reviewed statement of financial position to reflect:

- (a) the issue of 54,746,513 options under the Rights Issue Offer that raised \$697,502 after payment of the estimated costs of the Rights Issue Offer of \$123,696; and
- (b) the issue of up to 29,873,257 New Options under the Offer to raise up to \$400,000 after payment of the estimated costs of the Offer of \$48,098.

	Reviewed financial statements 31 December 2014	Pro-forma balance sheet as at 31 December 2014 after Rights Issue Offer	Pro-forma balance sheet as at 31 December 2014 after Offer
Cash and Cash Equivalents	1,875,172.89	2,572,674.77	2,972,675.63
Trade and Other Receivables (current)	72,360.38	72,360.38	72,360.38
Current assets	1,947,533.27	2,645,035.15	3,045,036.01
Plant & Equipment	3,874.55	3,874.55	3,874.55
Intangible Assets	0.00	0.00	0.00
Non-current assets	3,874.55	3,874.55	3,874.55
TOTAL ASSETS	1,951,407.82	2,648,909.70	3,048,910.56
Trade and Other Payables (current)	-190,875.30	-190,875.30	-190,875.30
Financial Liabilities (current)	-518,657.11	-518,657.11	-518,657.11
Current liabilities	-709,532.41	-709,532.41	-709,532.41
TOTAL LIABILITIES	-709,532.41	-709,532.41	-709,532.41
NET ASSETS	1,241,875.41	1,939,377.29	2,339,378.15
Issued Capital	-5,431,028.00	-6,128,529.88	-6,528,530.74
Retained Earnings	4,318,790.59	4,318,790.59	4,318,790.59
Reserves	-129,638.00	-129,638.00	-129,638.00
Equity	-1,241,875.41	-1,939,377.29	-2,339,378.15

3.4 Effect on capital structure

The capital structure of the Company following completion of the Offer (assuming that the Offer is fully subscribed) is summarised below.

Shares	Number
Shares on issue at the date of this Prospectus	84,619,770
Shares on issue on completion of the Offer	84,619,770

Options	Number
Listed Options *	54,746,513
New Options	29,873,257
Options on issue on completion of the Offer **	84,619,770

Notes:

* These options were issued pursuant to the Rights Issue Offer.

** It should be noted that if any options issued pursuant to the Rights Issue Offer or any New Options issued pursuant to this Prospectus are exercised on or before 1 January 2016, the holder will be entitled to receive a Piggy Back Option for each option exercised. Assuming all options issued pursuant to the Rights Issue Offer and all New Options are exercised by this date, the Company will issue a total of 84,619,770 Piggy Back Options.

4 DETAILS OF THE OFFER

4.1 Details of the Offer

The Company offers up to 29,873,257 New Options at an issue price of \$0.015 per New Option, exercisable at \$0.20 per New Option before the expiry date of 28 February 2017. If a New Option is exercised on or prior to 1 January 2016, the New Option holder is entitled to receive a Piggy Back Option exercisable at \$0.25 before the expiry date of 1 January 2018.

Any New Options offered under this Prospectus will be issued on the terms and conditions set out in section 7.1. All Shares issued on the exercise of the New Options will, from their date of issue, rank equally in all respects with all the Shares on issue at the date of this Prospectus.

4.2 Minimum subscription

There is no minimum subscription that must be subscribed for under the Offer.

4.3 Opening and Closing Date

The Offer will open for receipt of applications at 9.00am (AEDT) on 13 May 2015 and will close at 5.00pm (AEDT) on 18 May 2015 or such earlier or later date as the Directors, in their absolute discretion and subject to the Listing Rules, may determine.

4.4 No underwriting

The Offer is not underwritten.

4.5 Applications

This Offer is being extended to unrelated persons who are invited by the Company to subscribe for New Options and is not open to the general public. To the maximum extent permitted by law, the Directors will have absolute discretion over which Applications to accept.

Investors who are invited by the Company may apply for New Options using the Application Form attached to this Prospectus. Application forms must be sent to the Share Registry together with a cheque, bank draft or money order which must be:

- (a) in respect of the full Application Monies;
- (b) in Australian currency drawn on an Australian branch of a financial institution; and
- (c) made payable to the Company and crossed 'Not Negotiable'.

By post	By hand
GPO Box 3993 Sydney NSW 2001	Level 7 207 Kent Street Sydney, NSW 2000

You need to ensure that your completed Application Form and cheque, bank draft or money order reaches the Share Registry at the address above by no later than 5:00pm (AEDT) on the Closing Date.

You need to ensure the amount of the cheque, bank draft or money order for Application Monies is sufficient to pay for the number of New Options you have applied for in your Application Form in full. You will be taken to have applied for the lower number of whole New Options as your cleared Application Monies pay for and to have specified that number of New Options on your Application Form, otherwise your Application Form will be rejected. Cash payments will not be accepted.

Persons outside Australia doing so represent to the Company that they can apply for New Options in circumstances which do not require the offer for New Options or this Prospectus to be registered.

The Directors reserve the right in their absolute discretion to reject any application for New Options or to issue a lesser number of New Options than that applied for, and it is an express term of the Offer that applicants for New Options will be bound to accept a lesser number of New Options allocated to them than applied for. If a lesser number is allocated,

excess Application Money will be refunded without interest as soon as practicable after the Closing Date.

4.6 Issue of New Options

The New Options will be issued as soon as practicable after the Closing Date. Where the number of New Options issued is less than the number applied for, or where no allotment is made under the Offer, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Until allotment and issue of the New Options or payment of refunds pursuant to this Prospectus, the Application Monies will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the Application Monies will be for the benefit of the Company and will be retained by it irrespective of whether allotment and issue of the New Options takes place.

4.7 ASX Listing and Quotation of the New Options

Within 7 days after the date of this Prospectus, the Company will apply to ASX for the New Options offered by this Prospectus to be granted Quotation.

If approval for Quotation is not granted within 3 months after the date of this Prospectus, the Company will not allot or issue any New Options offered by this Prospectus, and will repay all application monies without interest as soon as practicable.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Quotation of the New Options offered by this Prospectus is not to be taken in any way as an indication of the merits of the Company or the New Options offered pursuant to this Prospectus.

4.8 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, the Company will not issue certificates to investors. Instead, Shareholders will receive a statement of their holding in the Company. If an investor is broker sponsored, the ASX Settlement Pty Ltd will send a CHESS statement.

4.9 Risks

An investment in the Company is speculative in nature. Risks associated with investments in technology companies such as the Company are generally considered high.

Investors are directed to Section 6 which sets out a summary of certain key risks associated with making an investment in the Company. Before submitting their Application, potential investors should read this Prospectus in its entirety, and consult their professional advisers if they require further information associated with investing in the Company.

4.10 Privacy Disclosure

The Company collects information (including personal information) in relation to each Applicant as provided on an Application (**Information**) for the purposes of processing the Application and, should the Application be successful, to administer the Applicant's security holding in the Company, facilitate distribution payments and corporate communications to you as a securityholder (**Purposes**).

By submitting an Application, each Applicant agrees that the Company may use the Information for the Purposes and the Company may disclose the Information for the Purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, and to ASX, ASIC and other regulatory authorities.

The Information may also be used and disclosed to persons inspecting the Register, including bidders for your securities in the context of takeovers, licensed securities dealers, mail houses, and regulatory bodies including the Australian Taxation Office.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application or any other application for securities offered by this Prospectus, the Company may not be able to accept or process your Application.

4.11 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences connected with an investment in the New Options offered by this Prospectus.

4.12 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, George Karafotias.

5 RISK FACTORS

5.1 Specific Risk Factors

(a) Limited operating history

The Company's business has only a minimal operating history upon which an evaluation of future prospects can be based. Investors must consider the risks and difficulties frequently encountered by businesses with limited operating histories.

No assurances can be given that the Company will achieve commercial viability through the successful introduction of the new fleet management service known as Flex.

(b) Only a small amount of revenue has been generated

The Company's maiden service is the miRoamer internet radio streaming application, with potential revenue predominately reliant on the collection of data for on-sale to third parties for advertising and analytic purposes. The miRomaer service is still in the process of certification and therefore the Company has yet to guarantee ongoing revenue in respect of this service.

Flex is a new fleet management service that was launched by the Company in March 2015 in Australia, and the majority of the net funds raised from the Offer will be used for this service.

The Company has only generated a small amount of revenue from the Flex service since its launch in March. The Company's ability to generate additional revenue from the Flex service will be dependent on:

- (i) sufficient consumer uptake; and
- (ii) identifying, and entering into contracts with, suitable counter-parties.

It is possible that consumer uptake will be less than anticipated.

If customers do not take up the Flex service then that will negatively affect the Company's ability to generate revenue in respect of the Flex service.

(c) Reliance on key personnel

The Company's operational success will substantially depend on the continuing efforts of its senior executives (in particular George Parthimos). The loss of services of one or more senior executives may have an adverse effect on the Company's operations.

(d) Competition

The Company's performance may be affected by the level of competition in the regions and markets in which it operates, which may result in general price reductions, reduced operating margins and a loss of market share. In particular, it should be noted that the Flex service is subject to a high level of competition as the

Company considers that there are low barriers to entry into the market in which the service is offered.

(e) Security Risks

The hardware component of the Flex service is installed into vehicles and is accessible through cellular data connectivity. Data is then stored in a cloud service accessible through a website portal. If the Company's security measures are breached, or if its services are subject to cyber-attacks that restrict user access to its services, loss of users or liability for damages could adversely affect the Company's brand and operating results.

(f) Reliance on suppliers

The Company relies on a number of key suppliers to provide the hardware component of the Flex service. The loss of a supplier may have an adverse effect on the Company's operations as the Company will need to seek an alternative supplier, which could cause delays or increased costs in the provision of the Flex service.

(g) Reliance on access to internet and mobile networks

The Company's success will depend on the ability of its users to access the internet and mobile networks. Should access be disrupted, restricted or affected, usage of the Company's services may be negatively impacted.

(h) Foreign Currency Risk

The Company is exposed to exchange rate movements, in particular movements in, A\$/US\$ rate. Some of the goods and services used in connection with the Flex service are purchased in foreign currency, primarily US dollars, and therefore movements in exchange rates impact on the amounts paid for goods and services which could impact the Company's financial performance.

(i) Threat to intellectual property

The Company must rely on a combination of confidentiality and license agreements with its consultants and third parties with whom it has relationships, as well as domain name, trade secret and copyright laws, to protect its brand and other intellectual property rights. However, various events outside of the Company's control could pose a threat to its intellectual property rights, as well as to its services and technologies.

(j) Service failures

The performance of the Company's technologies and services is critical to its reputation and to its ability to achieve market acceptance of these services. Any service failure or failure of a service to meet a customer's needs and requirements could have a material adverse effect on the Company's business, results of operations and financial conditions.

(k) Reliance on new services

The Company's success will depend, in part, on its ability to expand its services and grow its business in response to changing technologies, user and third party service providers' demands and competitive pressures. Failure to do so may impact the success of the Company.

(l) Superseding technology

There is a risk that, as marketable technologies continue to develop in the IT industry, there may be certain information technology and product developments that supersede, and render obsolete, the service offerings of the Company, which would negatively affect the Company's profitability.

(m) On-going capital requirements for the Company

If the Company requires access to further funding at any stage in the future, the Company may be adversely affected in a material way if, for any reason, access to that capital is not available. There can be no assurance that additional funds will be available. If additional funds should be raised by issuing equity securities, this might result in dilution to the then existing shareholders.

(n) No current intention to pay dividends

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, Shareholders may need to rely on sales of their Shares to realise any future gains on their investment.

(o) Trading liquidity

There can be no guarantee that an active market in the New Options or Shares will develop.

5.2 General Risk Factors

(a) Securities investment

Investors should be aware that there are risks associated with investment in securities of companies listed on a stock exchange. The value of the Company's securities can be expected to fluctuate depending on various factors including general worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, prices of the Company's services, variations in the operating costs and costs of capital replacement which the Company may in the future require. Accordingly, assuming that the New are granted Official Quotation, the securities may trade on ASX at higher or lower prices than their issue price.

Each potential investor should consider whether securities are a suitable investment for them before deciding to invest in the Company's securities. Any investor in doubt about investing in shares should consult their stockbroker, accountant, lawyer or other professional adviser immediately.

(b) Economic risk and external market factors

Factors, such as, but not limited to, political movements, stock market trends, changing customer preferences, interest rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes, may all have an adverse impact on the Company's operating costs, profit margins and share price. These factors are beyond the control of the Company and the Company cannot, to any degree of certainty, predict how they will impact on the Company.

(c) War and terrorist attacks

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region. There could also be a resultant material adverse effect on the business, financial condition and financial performance of the Company.

(d) Legislative changes, Government policy and approvals

Changes in relevant taxes, legal and administration regimes, accounting practices and government policies in Australia and in other places where the Company conducts its business may adversely affect the financial performance of the Company.

5.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Options offered under this Prospectus. Therefore, the New Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus.

6 CONTINUOUS DISCLOSURE OBLIGATIONS

6.1 Nature of this Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities to issue a prospectus with less rigorous disclosure requirements if:

- (a) the securities offered by the prospectus are in a class of securities that have been quoted securities at all times in the 3 months before the date of the prospectus, or are options to acquire those securities; and
- (b) the company is not subject to certain exemptions or declarations prescribed by the Corporations Act.

Securities are quoted securities if:

- (a) the company is included in the Official List; and
- (b) the Listing Rules apply to those securities.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information necessary to make an informed assessment of:

- (a) the effect of the Offer on Connexion; and
- (b) the rights and liabilities attaching to the securities offered by this Prospectus.

A substantial amount of information concerning Connexion has previously been notified to the ASX and is therefore publicly available.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to Connexion which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investor should therefore also have regard to the other publicly available information in relation to Connexion before making a decision whether or not to invest in the New Options. Information can be accessed from ASX or via Connexion's website at www.connexionmedia.com.au.

6.2 Regular reporting and disclosure obligations

Connexion is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

These obligations require Connexion to notify the ASX of information about specified events and matters as they arise for the purposes of the ASX making that information available to the stock market conducted by the ASX. In particular, Connexion has an obligation under the Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information of which it becomes aware concerning Connexion which a reasonable person would expect to have a material effect on the price or value of securities in Connexion.

Connexion is also required to prepare and lodge with ASIC both yearly and half yearly financial statements accompanied by a Directors' statement and report and an auditor's report.

All announcements made by Connexion are available from the ASX.

Having taken such precautions and having made such enquiries as are reasonable, Connexion believes that it has complied with the general and specific requirements of the ASX (as applicable from time to time throughout the 12 months before the issue of this Prospectus) which require Connexion to notify the ASX of information about specified events or matters as they arise, for the purpose of the ASX making that information available to the market.

Connexion believes there is no other information that investors would reasonably require for the purposes of making an informed assessment of the effect of the Offer on Connexion and

the rights and obligations attaching to the New Options offered under this Prospectus, which has been excluded from a continuous disclosure notice in accordance with the Listing Rules.

6.3 Your right to obtain copies of Connexion's documents

Copies of any documents in relation to Connexion which are lodged with ASIC may be obtained from, or inspected at, an ASIC office.

During the period that the Offer remains open, Connexion will provide copies of the following to any person on request, free of charge:

- (a) Connexion's annual financial report for the year ended 30 June 2014 (being the last annual financial report that has been lodged with ASIC before lodgement of this Prospectus);
- (b) Connexion's financial report for the half-year ended 31 December 2014 (being the last half-year financial report that has been lodged with ASIC before lodgement of this Prospectus); and
- (c) any continuous disclosure notices used to notify ASX of information relating to Connexion between 25 August 2014 (being the date of lodgement of the financial report referred to in paragraph (a) with ASIC) and the date of lodgement of this Prospectus, being the following:

Date	Headline
11/05/2015	Reinstatement to Official Quotation
11/05/2015	Connexion signs major USA contract
11/05/2015	Suspension from Official Quotation
06/05/2015	Request for Trading Halt
06/05/2015	Trading Halt
30/04/2015	Appendix 4C – quarterly
30/04/2015	South American Supplier Contract
27/04/2015	Results of Meeting
16/04/2015	Company Update
01/04/2015	miRoamer in SEAT Leon Cars
31/03/2015	Change in substantial holding
31/03/2015	Change of Director's Interest Notice
25/03/2015	YNB: Strategic Investment in Connexion Media
20/03/2015	Notice of General Meeting/Proxy Form
11/03/2015	Flex launched at APAC
11/03/2015	Change of Director's Interest Notice
11/03/2015	Change of Director's Interest Notice
10/03/2015	APAC Summit Presentation
03/03/2015	Offer of Options Outcome
03/03/2015	Partnership with PSA Peugeot Citroen
02/03/2015	Rights Issue Update
18/02/2015	Flex Launch
05/02/2013	Appendix 3B
02/02/2015	Rights Issue – Ineligible Shareholders
02/02/2015	Rights Issue – Eligible Shareholders
02/02/2015	Rights Issue Prospectus
30/01/2015	Appendix 4C - quarterly
30/01/2015	Half year accounts
30/01/2015	Company update
30/01/2015	Appendix 3B

Date	Headline
30/01/2015	Complaint received
29/01/2015	Pro Rata Offer of Options to Shareholders Update
29/01/2015	Change of Director's Interest Notice
29/01/2015	Change in substantial holding
29/01/2015	Change in substantial holding
29/01/2015	Change of Director's Interest Notice
29/01/2015	Change of Director's Interest Notice
29/01/2015	Appendix 3Y Explanation
19/01/2015	Release of Escrow Shares
19/01/2015	Flex Update
09/01/2015	Pro Rata Offer of Options to Shareholders Update
09/01/2015	Volkswagen demonstrates MiRoamer at CES
16/12/2014	Appendix 3B
16/12/2014	Issue of Shares
04/12/2014	miRoamer in Skoda Fabia
01/12/2014	Agreement With Deezer
27/11/2014	Appointment of Advisor
27/11/2014	Pro-Rata Offer of Options to Shareholders
14/11/2014	Results of Meeting
14/11/2014	AGM Presentation
13/11/2014	Flex Product Launch
10/11/2014	Samsung Conference Announcement
05/11/2014	Volkswagen Agreement
28/10/2014	Company Update
28/10/2014	Appendix 4C - quarterly
13/10/2014	Notice of Annual General Meeting
06/10/2014	Agreement signed with Automotive Giant - Continental
03/10/2014	miRoamer Android App Launched at Paris Motor Show
01/10/2014	Date of Annual General Meeting
24/09/2014	MirrorLink Fast Track
09/09/2014	Contract Signed BKS Technology
03/09/2014	Amended Appendix 3X
03/09/2014	Initial Director's Interest Notice
03/09/2014	Initial Director's Interest Notice
03/09/2014	Initial Director's Interest Notice
03/09/2014	Final Director's Interest Notice
29/08/2014	Company Update - Appointments to the Board
28/08/2014	ASX Notice - Reinstatement to Official Quotation
28/08/2014	Share Trading Policy
28/08/2014	Compliance with listing rules
28/08/2014	Statement of commitments
28/08/2014	Statement of financial position
28/08/2014	Capital Structure
28/08/2014	Completion of the acquisition of Miroamer
28/08/2014	Completion of Acquisition
28/08/2014	Restricted Securities
28/08/2014	Top 20
28/08/2014	Distribution Schedule
28/08/2014	Reinstatement to Official Quotation
25/08/2014	Appendix 4E and Audited Accounts

6.4 Documents available for inspection

The following documents are available for inspection during Business Hours at the registered office of Connexion:

- (a) this Prospectus;
- (b) the constitution of Connexion; and
- (c) the consents referred to in section 7.8 of this Prospectus.

7 ADDITIONAL INFORMATION

7.1 Rights attaching to the New Options

The terms and conditions of each New Option are as follows:

- (a) Each New Option entitles the holder to subscribe for 1 Share upon exercise of the option and payment of the Exercise Price (defined below).
- (b) Each New Option is exercisable at any time for a consideration of \$0.20 per option payable in full on exercise of the option (**Exercise Price**).
- (c) Each New Option automatically expires at 5.00 pm on 28 February 2017 (**Expiry Date**).
- (d) The Company will apply to the ASX Limited for Official Quotation of the New Options.
- (e) The Company must give the holder of each New Option a certificate or holding statement stating:
 - (i) the number of New Options issued to each holder;
 - (ii) the Exercise Price of the New Options; and
 - (iii) the date of issue of the New Options.
- (f) If a holder exercises a New Option at any time up to 5.00pm on 1 January 2016, the holder will be entitled to receive 1 Piggy Back Option for each New Option exercised.
- (g) Subject to the provisions of the Company's trading policy, New Options may only be exercised during the hours of 8.30am to 5.00pm (**Business Hours**) by the delivery to the registered office of the Company or the Share Registry of a notice in writing stating the intention of the holder to:
 - (i) exercise all or a specified number of the New Options; and
 - (ii) pay the Exercise Price in full for the exercise of each such New Option.
- (h) A notice in writing received outside of Business Hours will be deemed received at the next opening of Business Hours.

- (i) The exercise notice must be accompanied by the certificate or holding statement for the New Options being exercised and a cheque made payable to the Company for the Exercise Price for the New Options being exercised.
- (j) The New Options will be deemed to have been exercised on the date the exercise notice is received or deemed to be received by the Company or the Share Registry.
- (k) The Company will allot the Shares to which a holder is entitled following exercise of New Options and deliver a holding statement with respect to such Shares within the timeframe required by the Listing Rules.
- (l) The exercise of only some New Options will not affect the rights of the holder to the balance of the New Options held by them.
- (m) If the holder of the New Options exercises less than the total number of New Options registered in the holder's name:
 - (i) the holder of the New Options must surrender its option certificate, if one has been issued by the Company; and
 - (ii) the Company must cancel the certificate and issue the holder of the New Options a new certificate or holding statement stating the remaining number of New Options held by the holder and stating the information set out above.
- (n) New Options will not confer an entitlement to receive dividends declared and paid by the Company, nor an entitlement to vote at general meetings of the Company unless the holder of the New Options has exercised the New Options before the record date for determining these entitlements and participates as a result of holding Shares.
- (o) All Shares issued on exercise of a New Option bear the rights set out in 7.3.
- (p) The Company will apply to the ASX for Official Quotation of the Shares issued upon exercise of options within the time period required by the Listing Rules.
- (q) A holder of New Options does not have the right to participate in bonus issues or new issues of securities offered to Shareholders until Shares are allotted to the holder pursuant to the exercise of the New Options.
- (r) In the event of a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the capital of the Company, the rights of the holders of New Options (including, without limitation, the number of New Options to which the optionholder is entitled to and the Exercise Price) will be changed (as appropriate) in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (s) If the Company makes a pro-rata issue (other than a bonus issue) to existing Shareholders and no Share has been issued in respect of the New Options before the record date for determining entitlements to the issue, the Exercise Price of each New Option will be reduced in the manner permitted by the Listing Rules applying at the time of the pro-rata issue.

- (t) If the Company makes a bonus issue to existing Shareholders and no Share has been issued in respect of that New Option before the record date for determining entitlements to the issue, then the number of Shares over which that New Option is exercisable will be increased in the manner permitted by the Listing Rules applying at the time of the bonus issue.
- (u) The Company is entitled to treat the registered holder of a New Option as the absolute holder of that New Option and is not bound to recognise any equitable or other claim to, or interest in, that New Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.
- (v) If there is any inconsistency between any of the preceding terms and conditions and the Listing Rules, then the Listing Rules prevail to the extent of the inconsistency.

7.2 Rights attaching to the Piggy Back Options

The rights attaching to the Piggy Back Options are the same as the New Options, other than the following:

- (a) Each Piggy Back Option is exercisable at any time for a consideration of \$0.25 per option payable in full on exercise of the option.
- (b) Each Piggy Back Option automatically expires at 5.00 pm on 1 January 2018. .
- (c) The Company will not apply to the ASX for Official Quotation of the Piggy Back Options.
- (d) The Piggy Back Options will only be issued under a disclosure document to be lodged with ASIC, probably in January 2016.

7.3 Rights attaching to Shares

Shares issued upon the exercise of the New Options granted under this Prospectus will be fully paid ordinary shares in the Company and once issued, rank *pari passu* with existing Shares.

The rights attaching to shares are set out in the Company's constitution, and, in certain circumstances, are regulated by the Corporations Act, the Listing Rules and general law. The constitution of the Company may be inspected during Business Hours at the registered office of the Company at Suite 1, Level 17, 499 St Kilda Road, Melbourne.

The following is a summary of the principal rights of the holders of ordinary shares of the Company (being the security underlying the New Options). This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's members.

- (a) General meeting and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents

required to be sent to members under the Company's constitution, the Corporations Act or the Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a share, only the member whose name appears first in the Register is entitled to vote at a general meeting.

(c) Issues of further shares

The Directors may:

- (i) issue or dispose of shares to any person at any time and on any terms and conditions and having attached to them any preferred, deferred or other special rights or restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors think; and
- (ii) grant to any person an option over shares or pre-emptive rights at any time and for any consideration as they think fit.

The Directors must ensure that the issue of securities following the exercise, conversion or paying up of any security of the Company quoted by ASX is not in any way prevented, delayed or interfered with by the Company except as permitted by the Listing Rules.

(d) Variation of rights

At present, the Company has on issue one class of shares only, namely ordinary shares.

The Company may vary or cancel the rights attaching to any class of shares only if the variation or cancellation is permitted by the Corporations Act and is approved by special resolution of each of the members holding shares of the relevant class.

The Directors must give written notice of the variation or cancellation to the members holding the shares of the relevant class within seven days of the variation or cancellation.

(e) Transfer of shares

Subject to the Company's constitution, the Corporations Act and the Listing Rules, ordinary shares are freely transferable.

Subject to the Corporations Act, the Listing Rules or the Operating Rules, Shares are transferable by an instrument of transfer in writing in any usual or common form or in any other form that the Directors approve.

The Board may refuse to register a transfer of shares only if that refusal would not contravene the Listing Rules or the Operating Rules. If the Board refuses to register a transfer, the Company must give the lodging party written notice of the refusal and the reasons for it within 5 Business Days after the transfer is delivered to the Company. The Board must not register a transfer of shares if the Corporations Act, the Listing Rules or the Operating Rules forbid registration.

(f) Dividends

Subject to the Company's constitution and the Corporations Act, the Board may resolve to pay any dividend it thinks appropriate and fix the time for payment. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share of a class on which the Board resolves to pay a dividend carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

(g) Winding up

Subject to the Company's constitution, the Corporations Act and to the terms of issue of the shares, if the Company is wound up and the property of the Company available is more than sufficient to pay: (i) all the debts and liabilities of the Company; and (ii) the costs, charges and expenses of the winding up, the members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid up on their shares.

(h) Dividend reinvestment and share plans

The Board may adopt and implement dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(i) Directors

The Company's constitution states that the minimum number of Directors is 3.

(j) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Company's constitution, the Board has power to manage the business of the Company and may exercise every right, power or capacity of the Company to

the exclusion of the members (except to sell or dispose of the main undertaking of the Company).

7.4 Directors' interests and benefits

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director of Connexion, and no firm in which a Director or proposed Director of Connexion is a partner, holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of Connexion;
- (b) any property acquired or proposed to be acquired by Connexion in connection with its formation or promotion or in connection with the Offer, or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or proposed director of Connexion:

- (a) to induce them to become, or to qualify them as, a Director; or
- (b) for services rendered by them in connection with the formation or promotion of Connexion or in connection with the Offer.

Directors are not required under the Company's constitution to hold any shares in Connexion.

The table below shows the interest of each Director (whether held directly or indirectly) in securities of Connexion and their annual remuneration / directors fees as at the date of this Prospectus:

Director	Shares	Listed Options *	Remuneration
Mr John Conomos	-	-	\$50,000
Mr George Parthimos	48,550,000 ***	741,667	\$230,000 plus superannuation
Mr Ashley Kelly	620,500	-	\$90,000 plus superannuation
Mr Sean Habgood	-	-	\$60,000
Mr Eric Jiang	7,500,000	5,000,000	\$90,000 plus superannuation

* These options were issued pursuant to the Rights Issue Offer.

*** 47,914,052 Shares are held by MMH, and Mr Parthimos holds approximately 29% of the issued shares of MMH.

Directors may hold the relevant interests in Shares shown above directly, or indirectly through holdings by companies, trusts or other persons with whom they are associated.

7.5 Related party transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus or in publicly available information.

7.6 Legal proceedings

As announced to the ASX on 30 January 2015, the Company has been served with a complaint by Paul Ramsden (also known as Brian Paul Schloeffel). The complaint alleges that Paul Ramsden is owed approximately \$100,000 by Mi Media Holdings Limited for services performed between 2006 and 2011. The complaint also alleges that the Company is liable in respect of Mi Media Holdings Limited's breach. The Company believes that it should not be a party to the complaint and accordingly will vigorously defend the complaint. The Company is seeking legal advice in relation to this matter and will keep the market updated, as appropriate.

Other than the abovementioned complaint, the Directors are not aware of any litigation of a material nature pending or threatened which may significantly affect the business of the Company.

7.7 Interests of other persons

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, and no promoter of Connexion holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of Connexion;
- (b) any property acquired or proposed to be acquired by Connexion in connection with its formation or promotion or in connection with the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of Connexion or in connection with the Offer.

7.8 Consents

Each of the following has consented to being named in this Prospectus in the capacity as noted below and have not withdrawn such consent prior to lodgement of this Prospectus with ASIC:

- (a) Kelly Hazell Quill as legal advisors to the Company; and
- (b) Boardroom as the Company's share registry,

but, except as expressly noted in this Prospectus, each of the above parties:

- (a) has not authorised or caused the issue of this Prospectus;

- (b) does not make, or purport to make, any statement in this Prospectus other than as specified in this section;
- (c) has not made any statement on which a statement in this Prospectus is based, other than as specified in this section; and
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus other than the reference to its name and the statement (if any) included in this Prospectus with the consent of that party as specified in this section.

7.9 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on the ASX.

The highest and lowest market closing prices of the Company's Shares (ASX:CXZ) on the ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those closing prices were:

Highest:	27 cents per Share	28 April 2015
Lowest:	17 cents per Share	12, 17 and 18 March 2015

The latest available closing sale price of the Company's Shares on the ASX prior to the lodgement of this Prospectus with the ASIC was 26 cents on 11 May 2015.

The latest available closing price of the Company's Listed Options (ASX:CXZO) on the ASX prior to the lodgement of this Prospectus with ASIC was 8 cents on 11 May 2015.

7.10 Expenses of the Offer

The estimated costs of the Offer are:

Item	Estimated Costs
ASIC fees	\$2,290
ASX fees	\$3,511
Other expenses (including legal and share registry)	\$42,297
Total	\$48,098

These expenses are payable by the Company.

7.11 Electronic Prospectus

Potential investors can obtain a copy of this Prospectus on the Company's website at www.connexionmedia.com.au. If you access an electronic copy of this Prospectus, you should read the entire Prospectus.

If you have received this Prospectus as an electronic prospectus please ensure that you have received the entire Prospectus accompanied by the Application. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application from a person if it has reason to believe that when that person was given access to the electronic Application, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Moneys received will be dealt with in accordance with section 722 of the Corporations Act.

7.12 Director's authorisation

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board.

Dated: 12 May 2015

A handwritten signature in black ink, appearing to read 'G. Parthimos', is written over a horizontal line.

George Parthimos

Director

AEDT	means Australian Eastern Daylight Time.
Applicant	means a person who submits an Application.
Application Form or Application	means the application form attached to or accompanying this Prospectus.
Application Moneys	means money received by the Company in respect of Applications.
ASIC	Australian Securities and Investment Commission
ASX	means ASX Limited ABN 98 008 624 691.
ASX Settlement Operating Rules	means the ASX Settlement Operating Rules.
Company or Connexion	means Connexion Media Limited (ABN: 68 004 240 313) (ASX: CXZ).
Board or Board of Directors	means the board of directors of the Company.
Business Day	means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne, Australia.
CHESS	means Clearing House Electronic Subregister System operated by ASTC.
Closing Date	means 5pm AEDT on 18 May 2015 (unless extended).
Constitution	means the Company's constitution as at the date of this Prospectus.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company as at the date of this Prospectus.
Listing Rules	means the listing rules of the ASX.
New Options	means the Options offered pursuant to this Prospectus.
Offer	means the offer of up to 29,873,257 New Options at an issue price of 1.5 cents per New Option to raise approximately \$448,098 before expenses.
Official List	means the Official List of the ASX.
Operating Rules	means the operating rules of the ASX.
Option	means an option to acquire a Share (by issue).
Optionholder	means a holder of an Option.
Piggy Back Options	means an Option issued upon valid exercise of a New Option on or before 5pm on 1 January 2016, on the terms set out in Section 7.2 of this Prospectus.
Prospectus	means this prospectus.
Quotation and Official Quotation	means the official quotation on ASX.
Register	means the register of Shareholders.
Share	means a fully paid ordinary shares in the capital of the Company.

Shareholder

means the registered holder of a Share as recorded in the Register.

Share Registry

means Boardroom Pty Limited.

 PIN CHEQUE(S) HERE

Connexion Media Limited

ABN: 68 004 240 313

Placement Application form

Fill out this Application form if you want to apply for options in Connexion Media Limited

- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

Broker Reference – Stamp Only

Broker Code

Advisor Code

A Number of options you are applying for

x \$0.015 per option =

B Total amount payable

B Write the name(s) you wish to register the units in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Name>

Name of Applicant 3 or < Account Name>

C Write your postal address here

Number / Street

Suburb/Town

State

Postcode

E CHESS participant – Holder Identification Number (HIN)

Important please note if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Notes issued as a result of your application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

G Cheque payment details

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque

Cheque No.

BSB No.

Account No.

Cheque Amount A\$

If you wish to pay by electronic funds transfer, please contact Boardroom Pty Limited on 1300 737 760, +61 2 9290 9600 or by e-mail at corporateactions@boardroomlimited.com.au to obtain payment instructions.

H Contact telephone number (daytime/work/mobile)

I Email address

By submitting this Application form, I/We declare that this Application is completed and lodged according to 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 Connexion Media Limited. I/We represent, warrant and undertake to the Company that our subscription for the above options will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for options in the Company.

GUIDE TO THE APPLICATION FORM

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.
These instructions are cross-referenced to each section of the Application Form.

Instructions

- A. If applying for Options insert the **number** of Options for which you wish to subscribe at Item A. Multiply by \$0.015 AUD to calculate the total for Options and enter the **\$amount** at B.
- C. Write your **full name**. Initials are not acceptable for first names.
- D. Enter your **postal address** for all correspondence. All communications to you from Connexion Media Limited will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
NB: your registration details provided must match your CHESS account exactly.
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Complete **cheque details** as requested. Make your cheque payable to Connexion Media Limited in Australian currency, cross it and mark it "**Not Negotiable**". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- I. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold the Options. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to Australian Oil Company Limited. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	Mr John Smith & Mrs Mary Smith <Smith Family Super Fund A/C>	John & Mary Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Delivery address:

Connexion Media Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

Mailing address:

Connexion Media Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on: Tel: 02 9290 9600

Privacy Statement:

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 securities you hold) to be included in the public register of the entity in which you hold securities. 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 securities. 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/privacy.html>).