

CONNEXION MEDIA LIMITED

ABN: 68 004 240 313

PROSPECTUS

For the offer of up to 1,000 Shares in the capital of the Company at an issue price of \$0.072 per Share to raise up to \$72 (before expenses).

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.

IMPORTANT NOTICE

The Shares offered by this Prospectus should be considered a speculative investment and potential investors should refer to Section 4 for further details concerning the risk factors associated with an investment in the Company.

This document is important. It should be read in its entirety.

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Company

Connexion Media Limited
(ASX: CXZ)

Officers

Mr George Parthimos (Executive
Chairman)
Mr Eric Jiang (Executive Director)
Mr Mark Caruso (Non-Executive
Director)
Mr David Connolly (Non-
Executive Director)
Mr Peter Torre (Company
Secretary)

Contact Details

Suite 1, Level 3
600 St Kilda Road
Melbourne VIC 3004
Fax: (03) 8640 0779
Phone: (03) 9529 2655
Website:
www.connexionltd.com.au

Share Registry

Boardroom Pty Limited
Level 12
225 George 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

KHQ Lawyers
Level 15
440 Collins Street
Melbourne VIC 3000

**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)	20 April 2017
Opening Date	21 April 2017
Closing Date	25 April 2017
Issue date	28 April 2017
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 20 April 2017 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 Shares 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 Shares offered by this Prospectus 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 which are summarised in Section 4. You should carefully consider these factors in light of your personal circumstances and seek professional advice from your accountant, broker, 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 in this Prospectus 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 Shares 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 Shares have not been, and will not be, registered under the US Securities Act 1933 (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.connexionltd.com.au.

This Prospectus contains certain forward-looking statements with respect to the financial condition and business of the Company and certain plans and objectives of the management of the Company. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. The Company gives no

representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of the Company. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Prospectus in that light.

Defined terms and abbreviations used in this Prospectus are explained in the Glossary (refer to section 7).

All amounts are in Australian dollars unless otherwise specified.

All references to time are to Australian Eastern Standard Time (AEST).

2 DETAILS OF THE OFFER

2.1 Details of the Offer

Under this Prospectus, the Company invites the investors identified by the Directors to apply for up to 1,000 Shares at an issue price of \$0.072 per Share payable in full on application, to raise up to \$72 (before expenses) (**New Shares**).

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

All of the New Shares will rank equally with Shares on issue at the date of this Prospectus. A summary of the rights attaching to the Shares is set out in Section 6.1.

2.2 Objective

The Company is seeking to raise only a nominal amount under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date.

Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

2.3 Applications

This Offer is being extended to unrelated persons who are invited by the Company to subscribe for Shares 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 Shares 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 12 225 George 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 (AEST) on the Closing Date.

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

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

2.4 Issue of New Shares

The New Shares will be issued as soon as practicable after the Closing Date.

Until allotment and issue of the New Shares 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 Shares takes place.

2.5 ASX Listing and Quotation of the New Shares

Within 7 days after the date of this Prospectus, the Company will apply to ASX for the New Shares 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 Shares 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 Shares offered by this Prospectus is not to be taken in any way as an indication of the merits of the Company or the New Shares offered pursuant to this Prospectus.

2.6 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.

2.7 Taxation

It is the responsibility of all Applicants 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 Shares offered by this Prospectus.

2.8 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Peter Torre.

3 PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus).

The Prospectus will also remove any trading restrictions applying to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act while the Offer remains open.

All of the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 6.7 of this Prospectus for further details relating to the estimated expenses of the Offer.

3.2 Effect on financial position

After expenses of the Offer of approximately \$9,600, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$72) will be met from the Company's existing cash reserves.

As such, the Offer will have an effect on the Company's financial position, being receipt of funds of \$72 less costs of preparing the Prospectus of approximately \$9,600.

3.3 Effect on capital structure

The capital structure of the Company following completion of the Offer is summarised below.

Shares	Number
Shares on issue at the date of this Prospectus	117,821,774
Shares offered under this Prospectus	1,000
Shares on issue on completion of the Offer	117,822,774

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 6.1 of this Prospectus.
2. This assumes the Offer is fully subscribed and no Options are exercised or Notes are converted.

Options	Number
Unlisted options exercisable at \$0.25 expiring 1 January 2018	3,042,172
Unlisted options exercisable at \$0.25 expiring on 7 July 2018	7,133,617

Notes *	Number
Series 1 Notes	20,000
Series 2 Notes Tranche A	6,948
Series 2 Notes Tranche B	27,550

* The terms of issue of the Notes are summarised in the Notice of Meeting released by the Company on 8 July 2016.

4 RISK FACTORS

4.1 Overview

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the value of an investment in the Company.

Some of these factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of the Company and cannot be mitigated.

This section describes certain risks associated with an investment in the Company. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Prospectus.

4.2 Specific risk factors

(a) Going concern

The Company's financial statements for the period ending 31 December 2016 have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is principally dependent upon the Company raising additional capital.

As disclosed in the financial statements, the consolidated entity incurred losses of \$1,800,258 and had net cash outflows from operating and investing activities of \$1,927,087 for the half year ended 31 December 2016. As at 31 December 2016 the consolidated entity had an excess of current liabilities over current assets of \$1,735,884. As at 31 December 2016 cash and cash equivalents were \$1,387,657.

It should be noted that since the half year ended 31 December 2016, the Company has raised \$1,000,000 in additional capital via a placement to professional and sophisticated investors.

The Directors believe that it is reasonably foreseeable that the Company and consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

There is a risk that this belief may not be valid, and that the Company and consolidated entity may not continue as going concerns.

(b) Limited operating history

The Company's business has a limited 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 its services.

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

The Company has only generated a small amount of revenue from operations. The Company's ability to generate revenue from operations is 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 Company's services then that will negatively affect the Company's ability to generate revenue.

(d) Reliance on key personnel

The Company's operational success depends on the continuing efforts of its senior Management. The loss of services of one or more senior managers may have an adverse effect on the Company's operations.

(e) 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.

(f) Security Risks

The hardware component of some of the Company's services 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.

(g) Reliance on suppliers

The Company relies on a number of key suppliers to provide the hardware component of its services. 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 its services.

(h) 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.

(i) 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 Company's services 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.

(j) 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.

(k) 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 those 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.

(l) 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.

(m) 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.

(n) 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.

(o) 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.

4.3 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 Shares issued under the Rights Issue Offer are granted Official Quotation, the securities may trade on the ASX at higher or lower prices than their issue price.

Each potential investor should consider whether New Shares pursuant to this Prospectus are a suitable investment for them before deciding to invest in the New Shares pursuant to this Prospectus. Any investor in doubt about investing in New Shares should consult their stockbroker, accountant, lawyer or other professional advisor 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 administrative 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.

4.4 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 Shares offered under this Prospectus. Therefore, the New Shares 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 Shares pursuant to this Prospectus.

5 CONTINUOUS DISCLOSURE OBLIGATIONS

5.1 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; 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. Investors 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 Shares. Information can be accessed from ASX or via Connexion's website at www.connexionltd.com.au.

5.2 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 Shares offered under this Prospectus, which has been excluded from a continuous disclosure notice in accordance with the Listing Rules.

5.3 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 2016 (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 2016 (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 3 October 2016 (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
04/04/2017	Initial Director's Interest Notice
03/04/2017	Reinstatement to Official Quotation
03/04/2017	Final Director's Interest Notice
03/04/2017	Final Director's Interest Notice
03/04/2017	Appendix 3B
03/04/2017	Board Changes
03/04/2017	Strategic Review and Placement
21/03/2017	Request for Suspension
21/03/2017	Suspension from Official Quotation
17/03/2017	Trading Halt
03/03/2017	Appendix 3B
28/02/2017	Appendix 4D & Half Year Accounts
23/02/2017	Operational Update
22/02/2017	Distribution Partnership with Chinese Auto Hardware Vendor
20/02/2017	Connexion Reaches Gold Status as a Microsoft Partner
09/02/2017	Appendix 3B
02/02/2017	CXZ Telematics Launch
27/01/2017	Quarterly Activities and Cashflow Statement
30/11/2016	Results of Meeting
30/11/2016	AGM Presentation
30/11/2016	Chairman AGM Address
24/11/2016	AGM Update
23/11/2016	CommSec Executive Series Interview
22/11/2016	Initial Director's Interest Notice
22/11/2016	Appointment of Director - David Connolly
16/11/2016	Company Update - AGM
14/11/2016	Telematics Subscriber Update
07/11/2016	Mi Media Shareholder Update

Date	Headline
04/04/2017	Initial Director's Interest Notice
03/04/2017	Reinstatement to Official Quotation
03/04/2017	Final Director's Interest Notice
03/04/2017	Final Director's Interest Notice
03/04/2017	Appendix 3B
03/04/2017	Board Changes
03/04/2017	Strategic Review and Placement
31/10/2016	Quarterly Activities and Cashflow Statement
31/10/2016	Appendix 3B
28/10/2016	Notice of Annual General Meeting/Proxy Form
10/10/2016	Corporate Presentation
04/10/2016	Company Update - Funding
03/10/2016	Corporate Governance Statement
03/10/2016	Appendix 4G
03/10/2016	Annual Report to shareholders

5.4 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 6.6 of this Prospectus.

6 ADDITIONAL INFORMATION

6.1 Rights attaching to Shares

Shares issued upon the exercise of the New Shares 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 3, 600 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 Shares). 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).

6.2 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	Options	Notes	Remuneration / Fees
Mr George Parthimos	48,600,000 *	0	0	\$375,000
Mr David Connolly	0	0	0	\$30,000
Mr Mark Caruso	4,319,680	0	6,050 Series 1 Notes	\$30,000
Mr Eric Jiang	7,528,000	0	0	\$90,000

* 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.

6.3 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.

6.4 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.

6.5 Legal proceedings

The Directors are not aware of any litigation of a material nature pending or threatened which may significantly affect the business of the Company.

6.6 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) KHQ Lawyers 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.

6.7 Expenses of the Offer

The estimated costs of the Offer are:

Item	Estimated Costs
ASIC fees	\$2,350
ASX fees	\$1,750
Other expenses (including legal and share registry)	\$5,500
Total	\$9,600

These expenses are payable by the Company.

6.8 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:	13.5 cents	28 February 2017
Lowest:	8 cents	6 April 2017

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 8 cents on 18 April 2017.

6.9 Electronic Prospectus

Potential investors can obtain a copy of this Prospectus on the Company's website at www.connexionltd.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.

6.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing Share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

6.11 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: 20 April 2017

George Parthimos

Executive Chairman

7 GLOSSARY

AEST	means Australian Eastern Standard 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 AEST on 25 April 2017 (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 Shares	means the Shares offered pursuant to this Prospectus.
Offer	means the offer of up to 1,000 New Shares at an issue price of 7.2 cents per New Share to raise approximately \$72 before expenses.
Official List	means the Official List of the ASX.
Operating Rules	means the operating rules of the ASX.
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.