

CONNEXION MEDIA LIMITED

Prospectus

For a non-renounceable entitlement issue of 1 (one) New Share for every 6 (six) Shares held by Eligible Shareholders at an issue price of \$0.01 per New Share to raise up to \$1,195,995 (based on the number of Shares on issue at the date of this Prospectus).

ASX Code: CXZ

ABN: 68 004 240 313

This Prospectus provides important information about the Company. You should read the entire document including the Application Form. If you have any questions about the New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

Important Notice

This is a prospectus dated 8 December 2017 and was lodged with the ASIC on that date.

The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares the subject of this Prospectus should be considered highly speculative.

Applications for New Shares offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Prospectus availability

Shareholders with a registered address in Australia and New Zealand can obtain a copy of this Prospectus during the Offer period on the Company's website at www.minrex.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 6 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Forward-looking statements

This Prospectus contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 5 of this Prospectus. Forward-looking statements include those containing such words as "anticipate", "estimate", "opportunity", "plan", "intend", "aim", "seek", "believe", "should", "will", "may" and similar expressions.

Privacy

Please read the privacy information located in section 5.18 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary. The financial amounts in this Prospectus are expressed in Australian dollars (\$) unless stated otherwise.

Enquiries

If you have any questions please call the Company Secretary on +61 03 9529 2655 or Boardroom Pty Limited (the Company's Share Register) on 1300 737 760 (within Australia) at any time between 8.00am and 5.00pm (WST) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.

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Corporate Directory

Directors

Mark Caruso (Chairman)
David Connolly (Executive Director)
Robert Downey (Non-Executive Director)

Company Secretary

Peter Torre

Registered Office and Business Office

Level 1
11-19 Bank Place
MELBOURNE VIC 3000

Telephone: +61 3 8640 0779
Facsimile: +61 3 9529 2655
Website: www.connexionltd.com.au

Share Registry*

Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000

Telephone: 1300 737 760 (within Australia)
Telephone: +61 2 9290 9600 (outside Australia)
Facsimile: 1300 653 459

Solicitors

Dominion Legal
17 Lacey Street
PERTH WA 6000

Auditor*

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

Stock Exchange

Australian Securities Exchange Limited
ASX Code: CXZ

* This entity is included for information purposes only and has not been involved in the preparation of this Prospectus or consented to being named in this Prospectus

1 TIMETABLE TO THE OFFER

Announcement of Rights Issue	8 December 2017
Lodgement of Prospectus with the ASIC / ASX and Appendix 3B lodged with ASX	8 December 2017
Notice sent to Optionholders	11 December 2017
Notice sent to Shareholders notifying them of the Rights Issue	11 December 2017
Ex-date	12 December 2017
Record Date for determining Entitlements (5:00 pm WST)	13 December 2017
Prospectus dispatched to Shareholders and Company announces dispatch has been completed	15 December 2017
Opening Date	18 December 2017
Closing Date ¹ (5:00 pm WST)	19 January 2017
Securities will be quoted on a deferred settlement basis	22 January 2017
ASX notified of under subscriptions	24 January 2017
Dispatch of holding statements, deferred settlement trading ceases & Appendix 3 lodged with the ASX	29 January 2017
Quotation of Shares issued under the Offer	29 January 2017

Note:

¹ The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the New Shares are expected to commence trading on ASX may vary.

This timeline is indicative only and is subject to change. The Company reserves the right to vary the dates and times of the offer, subject to compliance with the Corporations Act and the Listing Rules. Should this occur, any extension will have a consequential effect on the anticipated date of issue of the New Shares.

2 CHAIRMAN'S LETTER

Dear Shareholder

On behalf of Connexion Media Limited, I am pleased to invite you to participate in a 1 for 6 non-renounceable pro-rata entitlement offer at an issue price of \$0.01 per New Share to raise up to \$1,195,995 (before costs).

The Company previously advised Shareholders that the Company's financial position required it to raise equity capital in the near term to fund its continuing programs on its current products and to evaluate and conduct due diligence on new investment opportunities to increase shareholder value. The Board has decided that in consideration of all the circumstances, a non-renounceable rights issue is the best method.

Accordingly, as announced on 8 December 2017, the Directors have decided to offer all Shareholders the opportunity to participate in a 1 for 6 non-renounceable pro-rata entitlements issue of New Shares in the Company (**Offer**). Shareholders may also apply for New Shares in excess of their entitlement.

I refer shareholders to the Company's website (www.connexionltd.com.au) which sets out further information on the Company's existing assets and the Company's intention to evaluate investment opportunities.

As announced to the market on the 28th of November 2017, all of the convertible notes have been converted into Shares. Accordingly, the Company no longer has the overhang arising from the convertible notes and the security held over the Company's assets has been released. In addition, the Company has received notification that its research and development rebate from the ATO of \$1,522,074 is due for disbursement on or before 27 December 2017, and as such the Company is now much better placed to generate shareholder value.

All Shareholders registered as at 5.00pm WST on 13 December 2017 will be entitled to participate in an offer of New Shares on the basis of 1 New Share for every 6 Shares then held at an issue price of \$0.01 per New Share in order to raise up to \$1,195,995.

The Closing Date for acceptances is 5.00pm WST on 19 January 2018.

The proceeds from the Offer will be used as follows:

- (a) provide additional working capital to fund the Company's research and development program;
- (b) due diligence on possible asset acquisitions; and
- (c) fund the costs of the Offer.

This Prospectus contains important information about the Offer, including details of the Offer, key dates and actions to be taken by Eligible Shareholders.

This Prospectus and personalised Entitlement and Acceptance Form should be read carefully and in their entirety before deciding whether or not to participate in this Offer. In particular, Eligible Shareholders should consider the key risk factors outlined in section 4 of this Prospectus.

On behalf of your Board, I invite you to consider this investment opportunity and thank you for your ongoing support for our Company.

Yours faithfully

Mark Caruso
Chairman

3 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Eligible shareholders should read the Prospectus in full before deciding to invest in New Shares.

3.1 The Offer

Under this Prospectus up to 119,599,456 New Shares are being offered to Eligible Shareholders (assuming no Options are exercised) at an issue price of \$0.01 on the basis of 1 New Share for every 6 Shares held.

Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Shares.

There is no minimum subscription for the Offer.

3.2 Key Offer Terms and Capital Structure

Shares currently on issue	717,596,735
Options currently on issue	10,175,789
Shares offered under this Prospectus ¹	119,599,456
Amount raised under this Prospectus (before costs) ¹	\$1,195,995
Total Shares on issue following the Offer	837,196,191

Note:

¹ This assumes no further Shares are issued (including by way of exercise of Options) prior to the Record Date and the Offer is fully subscribed.

3.3 Use of the Offer Proceeds

The Company intends to use the funds raised from the Offer broadly as follows:

- (a) further development work on the Company's current products;
- (b) due diligence, deal negotiation costs and shareholder and regulatory approvals for new corporate opportunities (if and when any suitable transaction is proposed by the Board);
- (c) provide additional working capital to fund the Company's ongoing costs; and
- (d) the costs of the Offer.

3.4 Risk Factors

Potential investors should be aware that subscribing for New Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

Risk	Description	Reference in Prospectus
Potential for dilution	Upon implementation of the Offer, assuming no Options are exercised prior to the Record Date, the number of Shares in the Company may increase from 717,596,735 currently on issue to a maximum of 837,196,191 if the Offer is fully subscribed. This means that each current Share will represent a significantly lower proportion of the ownership of the Company.	4.1(b)
Going Concern	<p>The Company's financial statements for the period ending 30 June 2017 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.</p> <p>The ability of the Company to continue as a going concern is principally dependent upon the Company raising additional capital.</p> <p>As disclosed in the financial statements, the consolidated entity incurred losses of \$3,971,672 and had net cash outflows from operating and investing activities of \$3,865,670 for the year ended 30 June 2017. As at 30 June 2017 the consolidated entity had an excess of current liabilities over current assets of \$2,969,448. As at 30 June 2017 cash and cash equivalents were \$367,194.</p> <p>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 a going concern. It is also noted that on the 28th of November 2018 all of the convertible notes were converted into Shares and the associated security released.</p> <p>On 27 November 2017, the Company received its research and development rebate from the ATO of \$1,522,074 in its integrated tax account. The cash disbursement is expected on or before 27 December 2017.</p>	4.2(a)
Additional Requirements for Capital	The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company will require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its research and development programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.	4.1(a)

3.5 Applying for Shares

Applications can be made by Eligible Shareholders completing the Entitlement and Acceptance Form and sending it to the Company's Share Registry. Eligible Shareholders may also apply for Shortfall Shares by following the instructions in section 5.9.

3.6 Allocation of Shortfall Shares

The Directors will allocate any Shortfall Shares as follows:

- (a) firstly, to Minimum Parcel Shareholders who apply for Shortfall Shares, so that they will have a minimum parcel of Shares tradable on ASX; and then
- (b) to Eligible Shareholders who apply for Shortfall Shares; and then
- (c) at the discretion of the Directors, to applicants who apply for Shortfall Shares.

3.7 Substantial Holders

Based on publicly available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Principis Master Fund SPC – Lucerne Composite Master Fund SP	180,571,201	25.23

3.8 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$21,300 (excluding GST) and are expected to be applied towards the items set out in the table below.

Expense	Full Subscription \$
ASIC fees	2,400
ASX fees	2,400
Printing and distribution	9,000
Legal Fees	4,500
Miscellaneous Costs	3,000
Total	21,300

The Directors reserve the right to pay a commission or brokerage fee of up to 6% on all applications for Shortfall Shares submitted by holders of Australian Financial Services Licences and accepted pursuant to section 3.6(c). Any brokerage is not included as a cost in this table as it is not possible at the date of this Prospectus to quantify the extent of any Shortfall and the quantum of Applications from Eligible Shareholders for Shortfall Shares. The Board will only allocate the Shortfall in accordance with section 3.6.

3.9 Purpose of the Offer

The purpose of the Offer is to raise up to \$1,195,995.

The funds raised from the Offer are planned to be used in accordance with the table set out below:

Proceeds of the Offer	Full Subscription (\$)
Due diligence and deal negotiation for new projects	217,597
Further research and development on current projects	358,798
Expenses of the Offer ¹	21,300
Working capital ²	598,300
Total	1,195,995

Note:

- ¹ Refer to section 3.8 of this Prospectus for further details relating to the estimated expenses of the Offer.
- ² General working capital includes but is not limited to corporate administration and operating costs and may be applied to payment of creditors, directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.

In the event that less than the full subscription is raised, the Company intends to broadly allocate the funds raised in the proportions set out above (after expenses of the Offer).

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

3.10 Effect of the Offer

The principal effect of the Offer assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by \$1,195,995 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 717,596,735 as at the date of this Prospectus to 837,196,191 Shares.

3.11 Statement of Financial Position (unaudited)

Set out below is the Statement of Financial Position of the Company (unaudited) and the Pro-Forma Statement of Financial Position as at 30 June 2017 based on the following assumptions:

- (a) the Offer was effective as at 8 December 2017;
- (b) no further Shares are issued (including by way of exercise of Options);
- (c) completion of the transactions included in the Cleansing Prospectus lodged 28 November 2017 with ASX (includes conversion of convertible notes, R&D tax rebate received, and completion of the issue of the placement shares issued);
- (d) completion of the Offer to raise \$1,195,995 (full subscription) before expenses of the Offer; and
- (e) expenses of the Offer of approximately \$21,300 which have been offset against proceeds of the Offer.

The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based are contained in the audited financial report of the Company for the year ended 30 June 2017.

Connexion Media Limited
Statement of Financial Position

	Unaudited Pro forma 30 June 2017	Unaudited Pro forma 30 June 2017 Maximum Subscription
	\$	\$
Current Assets		
Cash and cash equivalents	1,885,968	3,060,663
Trade and other receivables	49,437	49,437
Inventory	84,772	84,772
Total Current Assets	2,020,177	3,194,872
Non-current Assets		
Plant & equipment	7,192	7,192
Total Non-current Assets	7,192	7,192
Total Assets	2,027,369	3,202,064
Current Liabilities		
Trade & other payables	142,040	142,040
Employee benefits	95,097	95,097
Borrowings	604,699	604,699
Total Current Liabilities	841,836	841,836
Non-current Liabilities		
Other non-current liabilities	1,733	1,733
Total Non-current Liabilities	1,733	1,733
Total Liabilities	843,569	843,569
Net Assets	1,183,800	2,358,495
Equity		
Issued capital	15,592,355	16,767,050
Accumulated losses	(14,408,555)	(14,408,555)
Total Equity	1,183,800	2,358,495

3.12 Capital structure

Assuming no further Shares are issued (including by way of exercise of Options) prior to the Record Date, at the close of the Offer, the capital structure of the Company will be:

Shares	Maximum Subscription (Number)
Existing Shares	717,596,735
New Shares issued under this Prospectus	119,599,456
Total Shares	837,196,191
Options	
Unlisted options exercisable at \$0.25 expiring on 1 January 2018	3,042,172
Unlisted options exercisable at \$0.25 expiring on 7 July 2018	7,133,617

The capital structure on a fully diluted basis as at the date of this Prospectus would be 727,772,524 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Options are exercised prior to the Record Date) would be 847,371,980 Shares.

Of the total number of Shares currently on issue, 2,000,000 Shares are subject to ASX escrow. No other Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

4 RISK FACTORS

The New Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below and together with information contained elsewhere in this Prospectus and to consult with their professional advisers before deciding whether to apply for the New Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business and circumstances. In addition, there are general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

4.1 Risk specific to the Offer

(a) Future funding

The funds raised by the Offer will primarily be used to continue development of the Company's existing products, identify new investment opportunities and for general working capital. The Company will be required to raise further funds for future operational activities. There is a risk that further raisings may not be on terms favourable to, or dilute, existing Shareholders.

(b) Dilution

Shareholders who do not take up their Entitlement will have their holding in the Company diluted.

(c) Control

The Directors have taken reasonable steps to ensure a reasonable distribution of voting power under the Offer. However, assuming some shareholders take up their Entitlement and others do not, there is a risk that voting power may be consolidated among fewer shareholders and the interests of these Shareholders may not align with other Shareholders' interests.

4.2 Company and industry risks

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

(a) Going Concern

The Company's financial statements for the period ending 30 June 2017 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 \$3,971,672 and had net cash outflows from operating and investing activities of \$3,865,670 for the year ended 30 June 2017. As at 30 June 2017 the consolidated entity had an excess of current

liabilities over current assets of \$2,969,448. As at 30 June 2017 cash and cash equivalents were \$367,194.

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 a going concern. It is also noted that on the 28th of November 2018 all of the convertible notes were converted into Shares and the associated security released.

On 27 November 2017, the Company received its research and development rebate from the ATO of \$1,522,074 in its integrated tax account. The cash disbursement is expected on or before 27 December 2017.

(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) 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.

(e) 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.

(f) 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.

(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) Key People

The responsibility of overseeing the Company's operations and strategic management depends substantially on its Directors. There can be no assurance that there will not be a detrimental impact on the Company if one or more of these persons cease their employment or involvement with the Company.

(i) Foreign Currency Risk

The Company is exposed to exchange rate movements, in particular movements in the 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) Ongoing 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 investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) **Securities investments and share market conditions**

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) **Liquidity risk**

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) **Economic risk**

Changes in Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings. The Company's possible revenues and price of its securities can be affected by these factors which are beyond the control of the Company and its Directors.

An investment in the New Shares the subject of this Prospectus is highly speculative. Please consider the risks described below and the information contained in other sections of this Prospectus. You should also consider consulting with your professional advisers before deciding whether or not to apply for the New Shares.

5 DETAILS OF THE OFFER

5.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of one (1) New Share for every six (6) Shares held by Shareholders registered at the Record Date at an issue price of \$0.01 per New Share. Fractional entitlements will be rounded down to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus and assuming all Entitlements are accepted, a maximum of 119,599,456 New Shares will be issued pursuant to this Offer to raise \$1,195,995 before costs.

As at the date of this Prospectus, the Company has 10,175,789 \$0.25 Options on issue, some of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to section 3.12 of this Prospectus for information on the exercise price and expiry date of the Options on issue.

All of the New Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 6 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Offer and the intended use of funds raised are set out in section 3.3 and 3.9 of this Prospectus.

5.2 What Eligible Shareholders may do

The number of New Shares to which Eligible Shareholders are entitled is shown on the accompanying personalised Entitlement and Acceptance Form. Eligible Shareholders may:

- (a) take up all of their Entitlement (refer to section 5.3);
- (b) take up all of their Entitlement and apply for additional New Shares under the Shortfall Offer (refer to sections 5.3 and 5.9);
- (c) allow all or part of their Entitlement to lapse (refer to section 5.4).

5.3 Taking up all of your Entitlement

Should you wish to accept all of your Entitlement, then applications for New Shares under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus or by completing a BPAY® payment, in accordance with the instructions referred to on your personalised Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque for the Application Monies indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "**Connexion Media Limited**" and lodged and received at any time after the issue of this Prospectus and on or before the Closing Date at the Company's Share Registry (by post) at:

Boardroom Pty Limited

GPO Box 3993

SYDNEY NSW 2001

If you wish to pay via BPAY® you must follow the instructions in your personalised Entitlement and Acceptance Form. Make sure that you use the specific Biller Code and unique Customer Reference Number (CRN) on your personalised Entitlement and Acceptance Form. You do not need to return a completed Entitlement and Acceptance Form but are taken to have made the declarations in the Entitlement and Acceptance Form and the representations outlined below in section 5.5. If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your Shareholdings. This can result in your Application Monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any application in respect of your remaining Shareholdings will not be valid).

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by 5.00pm (WST) on the Closing Date.

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

5.4 Taking up a proportion of your Entitlement and allowing the balance to lapse

If you wish to take up only part of your Entitlement and allow the balance to lapse, complete the accompanying personalised Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps in section 5.3. If you take no further action, the balance of your Entitlement will lapse and you will have forfeited any potential benefit to be gained from taking up that part of your Entitlement.

5.5 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application Monies by BPAY® will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application Monies, the application may not be varied or withdrawn except as required by law.

5.6 Minimum subscription

There is no minimum subscription amount under this Prospectus.

5.7 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to “**Connexion Media Limited**” and crossed “Not Negotiable”.

Your completed Entitlement and Acceptance Form and cheque must reach the Company’s share registry no later than 5.00pm WST on the Closing Date (by post) at:

Boardroom Pty Limited
GPO Box 3993

SYDNEY NSW 2001

5.8 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any Application Monies received for more than your final allocation of New Shares (only where the amount is \$1.00 or greater) will be applied toward an application for Shortfall Shares and where such Shortfall Shares are not allotted, shall be refunded. No interest will be paid on any application monies received or refunded.

5.9 Shortfall Offer

The offer of the Shortfall is a separate offer pursuant to this Prospectus. New Shares not taken up by Eligible Shareholders will form part of the Shortfall Offer. The issue price of any New Shares offered pursuant to the Shortfall Offer will be \$0.01 each, which is the issue price at which the Offer has been made to Eligible Shareholders.

Eligible Shareholders

Eligible Shareholders may, in addition to their Entitlement, apply under the Shortfall Offer, regardless of the size of their present holding.

Eligible Shareholders who wish to apply for Shortfall Shares above their Entitlement can complete the appropriate boxes on the Entitlement and Acceptance Form accompanying this Prospectus and return it together with a cheque for the value of those Shortfall Shares (at \$0.01 per Shortfall Share) to the Share Registry or make a BPAY® in excess of the total value of your Entitlement. The Directors reserve the right to reject any application for Shortfall Shares or to allot a lesser number of Shortfall Shares than applied for or not proceed with the issuing of the Shortfall Shares or part thereof. If the number of Shares issued is less than the number applied for in an Entitlement and Acceptance Form or Shortfall Application Form, surplus Application Monies will be refunded in full as soon as practicable after the closing date of the Shortfall Offer. Interest will not be paid on Application Monies refunded.

Other Investors

Other investors can apply for Shortfall Shares by completing the Shortfall Application Form attached to this Prospectus and returning it together with a cheque for the value of those Shortfall Shares (at \$0.01 per Shortfall Share) to the Share Registry.

Shortfall Shares will only be issued if the Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions. The Directors reserve the right to reject any

application for Shortfall Shares or to allot a lesser number of Shortfall Shares than applied for or not proceed with the issuing of the Shortfall Shares or part thereof. If the number of Shares issued is less than the number applied for in an Entitlement and Acceptance Form or Shortfall Application Form, surplus Application Monies will be refunded in full as soon as practicable after the closing date of the Shortfall Offer. Interest will not be paid on Application Monies refunded.

The Directors will place the Shortfall within 3 months after the close of the Offer subject to clause 3.6, the Listing Rules and any restrictions under any applicable law. The Company reserves the right to allot to an Applicant a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject an Application, or to not proceed with the Shortfall Offer or issue of any Shortfall Shares. The Directors reserve the right to pay a commission or brokerage fee of up to 6% on all applications for Shortfall Shares submitted by holders of Australian Financial Services Licences.

5.10 ASX listing

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the New Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any New Shares and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

5.11 Allotment

New Shares issued pursuant to the Offer will be allotted in accordance with the Listing Rules and timetable set out at the commencement of this Prospectus.

New Shares issued pursuant to the Shortfall Offer will be allotted on a progressive basis. Where the number of New Shares issued is less than the number applied for, or where no allotment is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the allotment and issue of the New Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for New Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Shares as soon as practicable after their issue.

5.12 Offer outside Australia and New Zealand

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia and New Zealand.

5.13 Treatment of Ineligible Shareholders

Given the small number of Ineligible Shareholders and the cost of complying with applicable regulations in those jurisdictions, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

(a) New Zealand

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(b) Elsewhere

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

5.14 Market Prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the three months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price	2.5 cents	0.7 cents	0.7 cents

5.15 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

5.16 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

5.17 Brokerage

No brokerage or duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

However, the Directors reserve the right to pay a commission or brokerage fee of up to 6% on all applications for Shortfall Shares submitted by holders of Australian Financial Services Licences and accepted pursuant to section 3.6(c).

5.18 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisors, and to ASX and regulatory authorities.

If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

5.19 Enquiries

Any queries regarding the Offer should be directed to Mr Peter Torre, on (03) 9529 2655.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on 1300 737 760.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

6 RIGHTS AND LIABILITIES ATTACHING TO SHARES

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) 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 members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the future profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All Shares currently on issue and the shares to be issued under this Prospectus are fully paid Shares.

(c) Future Issues of Securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and Notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Election of Directors

There must be a minimum of 3 Directors. At every annual general meeting one third of the Directors (rounded to the nearest whole number) must retire from office. If the Company has less than 3 Directors, one Director must retire from office together with any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting. These retirement rules do not apply to certain appointments including the managing director.

(g) **Indemnities**

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(h) **Winding Up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the shareholders:

- divide the assets of the Company among the members in kind;
- for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different class of members; and
- vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks appropriate.

(i) **Shareholder Liability**

As the Shares under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) **Alteration to the Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) **Listing Rules**

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

7 ADDITIONAL INFORMATION

7.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company 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 have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 30 June 2017 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial statements of the Company for the financial year ended 30 June 2017, being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgment of the annual financial report referred to in (i) above and before the lodgment of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents used to notify ASX of information relating to the Company in the period from lodgment of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since the 30 June 2017 audited financial statements:

Date	Description of announcement
8 December 2017	Rights Issue and Appendix 3B
7 December 2017	Becoming a substantial holder
4 December 2017	Updated Appendix 3B
30 November 2017	Closure of Prospectus Offer, Release of Security and Appendix 3B
29 November 2017	Results of Meeting
28 November 2017	Change of Director's Interest Notice
28 November 2017	Disclosure Document
28 November 2017	Placement, Conversion of Convertible Notes and Appendix 3B
27 November 2017	Trading Halt
31 October 2017	Notice of Annual General Meeting and Proxy Form
27 October 2017	Quarterly Update
28 September 2017	Appendix 4C - Quarterly
28 September 2017	Full Year Statutory Accounts and Annual Report to Shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from www.asx.com.au.

7.2 Directors' Interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Securities

Director	Shares	Options	Directors' Fees
Mr David Connolly	Nil	Nil	\$30,000
Mr Mark Caruso	67,280,640	Nil	\$30,000
Mr Robert Downey	Nil	Nil	\$30,000

* A total of 62,960,960 Shares are held by Zurich Bay Holdings Pty Ltd. Mr Caruso is a director of Zurich Bay Holdings Pty Ltd. A further 4,319,680 Shares are held by Regional Management Pty Ltd of which Mr Caruso is a director.

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.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors. Given the absence of any full time management employees of the Company, a Director may be paid consulting fees at below commercial rates for work done in relation to the ongoing management of the Company, including work done in relation to the Offer.

Other Interests

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- (d) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

7.3 Interests of advisors

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

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

Dominion Legal has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Dominion Legal \$4,500 (excluding GST and disbursements) for these services. Robert Downey is a principal of Dominion Legal.

7.4 Consents

Each of the parties referred to in this section does not make, or purport to make, any statement in this Prospectus other than those referred to in this section and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Dominion Legal has given its written consent to being named as the solicitors to the Company in this Prospectus. Dominion Legal has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.5 Litigation

Other than as disclosed elsewhere in this Prospectus, as at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.6 Financial Forecasts

The Directors have considered the matters set out in the ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable estimate forecast or projection.

8 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 8 December 2017

A handwritten signature in blue ink, appearing to read 'R. Downey', with a long horizontal flourish extending to the right.

Signed for and on behalf of
Connexion Media Limited by Robert Downey

9 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
Application Monies	means funds advanced to the Company with a valid Application.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Closing Date	the closing date for receipt of Entitlement and Acceptance Forms under this Prospectus, estimated to be 5.00pm WST on 19 December 2018 or an amended time as set by the Board.
Company or Connexion	Connexion Media Limited.
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Entitlement and Acceptance Form	the personalised entitlement and acceptance application form attached to this Prospectus.
Ex-Date	12 December 2017.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Listing Rules	the listing rules of the ASX.
Minimum Parcel Shareholder	a Shareholder that holds less than a marketable parcel (as defined in the Listing Rules) of Shares.
New Shares	Shares issued pursuant to this Prospectus.
Offer	an invitation made in this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Official Quotation	Official quotation of the New Shares on ASX.

Option	an option to purchase a Share.
Price	\$0.01 per New Share.
Prospectus	this Prospectus and includes the electronic version of this Prospectus.
Record Date	13 December 2017.
Share	a fully paid ordinary share in the Company.
Share Registry	Boardroom Pty Limited.
Shareholder	the registered holder of Shares in the Company.
Shortfall	will occur if the Company does not hold successful valid Applications for all the New Shares offered by the Company under this Prospectus by the Closing Date.
Shortfall Shares	New Shares for which valid Applications have not been received by the Closing Date.
WST	Western Standard Time, Western Australia.