

Mooter Media Limited (ASX: MMZ)
ABN 26 059 081 293

COMPLETION OF CORPORATE RESTRUCTURE AND SIMPLIFICATION, SECURING OF FUNDING AND PROCEEDING TO RE-LISTING

Key highlights:

- Creditors Trust finalised
 - Corporate simplification achieved
 - Balance sheet significantly improved
 - Funding package secured
 - Company to proceed to re-quotation of shares
 - Work has commenced on updating of the technology
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27 July 2015, the Board of Mooter Media Limited (“MMZ” or “the Company”) are pleased to announce completion of the following corporate reconstruction matters with a view of achieving re-quotation of the shares on the ASX:

Termination of the Creditors Trust

As shareholders will be aware, the Company entered into a Creditors Trust arrangement with the Administrator in May 2013. As part of the arrangement the Company agreed with the Creditors Trust to make various payments over time of an amount of sum of \$250,000 and since that time, various repayments have been made to the Creditors Trust. However, due to the lack of funding, the Company has not been able to complete its repayments.

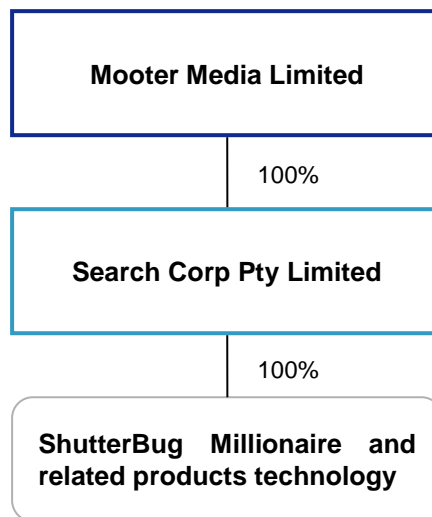
The Directors are pleased to advise that the arrangement has been finalised with the Creditors Trust and full payment has been made and all obligations under the Deed have been terminated. The settlement amount was \$100,000 (see below for source of funding) in full and final satisfaction of all claims that the Creditors Trust had over the Company. The charge is also to be terminated.

Liquidation of subsidiaries and corporate simplification

On the 23 June 2015, the Company announced the liquidation of Mooter Holdings Limited and Mooter Pty Limited. In addition, the former 67% owned subsidiary, HMS Ventures Pte Limited has also been placed into wind-up and has been placed into struck off from the register of companies in Singapore.

The Company today has also placed into creditors voluntary liquidation the remaining two subsidiaries, Hot Shot Media Pty Limited and Project Search Pty Limited. PPB Advisory have been appointed as the liquidator of these companies.

The effect of the above, together with the acquisition of the newly incorporated company, Search Corp Australia Pty Limited the owner of the intellectual property means that the group comprises of the following:



The above represents a simplification and more transparent structure for the ownership of the technology.

Board secures funding arrangement

The Board has also secured a funding package from one of its major shareholders, Mining Investments Limited. The funding package is for the sum of \$500,000, with the potential to increase such limit. It is noted that at the date of this announcement \$300,000 has been drawn down. The funding is to be used in the achievement of the necessary steps to have the company re-listed.

The key terms of the funding facility are as follows:

- interest rate 15%;
- unsecured; and
- subject to shareholder approval, repayment will be by the conversion into ordinary shares at a price of 70% of the proposed rights issue (see below).



Re-listing and rights issue

In view of the various issues that have been addressed the Board is now looking at the next steps to re-listing of the shares. The Board intends to consult with the ASX on this issue, but as part of this process, it intends to look at a rights issue which is fully underwritten. Further details of the proposed plan will be made available as and when available.

Update on technology development

The Board is also pleased that it has also commenced work on the development of the technology, including a strategy to production. Again, full details will be made available as they come to hand.

Pro forma balance Sheet

Appendix 1 set out the pro forma balance sheet of the Company having regard to the matters set out above.

For further information, contact

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Appendix 1 Pro Forma Consolidated Balance Sheet

1. Basis of Preparation

Set out below is the Company's unaudited Pro Forma Consolidated Balance Sheet as at 31 December 2013.

The Pro Forma Consolidated Balance Sheet set out below takes into consideration the following material transactions that occurred or are expected to occur after 31 December 2013:

- minimal trading;
- liquidation of controlling interest in wholly owned subsidiaries;
- liquidation of controlling interest in partly owned subsidiaries;
- expenses paid for by third parties;
- extinguish of financial liabilities through liquidation of creditor and proceeds from borrowings facility; and
- draw down on borrowings facility from Mining Investments Limited for the quantum of \$300,000 for working capital purposes.

The significant accounting policies upon which the Pro Forma Consolidated Balance Sheet is based on are contained in the Company's annual financial report for the financial year ended 30 June 2013 and the Company's interim report for the financial half year ended 31 December 2013.

The Pro Forma Consolidated Balance Sheet is presented in an abbreviated form and does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Appendix 2 Pro Forma Consolidated Balance Sheet

The table below sets out the reviewed consolidated financial position of the Company as at 31 December 2013 and the pro forma adjustments which were used in arriving at the Pro Forma Consolidated Balance Sheet of the Company.

(\$'000)	As At 31 December 2013 (Reviewed)	Pro forma Adjustments					As At 31 December 2013 (Pro forma)
		1	2	3	4	5	
Cash and Cash Equivalents	2	0	0	0	0	0	2
Trade and Other Receivables	44	0	0	0	0	0	44
Other Financial Assets	1	0	0	0	0	0	1
Total Current Assets	47	0	0	0	0	0	47
Property, Plant & Equipment	0	0	0	0	0	0	0
Intangible Assets	0	0	0	0	0	0	0
Total Non-Current Assets	0	0	0	0	0	0	0
Total Assets	47	0	0	0	0	0	47
Trade and Other Payables	4,602	(488)	(3,917)	45	0	0	242
Other Financial Liability	78	0	0	0	(78)	0	0
Borrowings	0	0	0	0	100	200	300
Total Current Liabilities	4,680	(488)	(3,917)	45	22	200	542
Other Financial Liability	90	0	0	0	(90)	0	0
Total Non-Current Liabilities	90	0	0	0	(90)	0	0
Total Liabilities	4,770	(488)	(3,917)	45	(68)	200	542
Net Assets	(4,723)	488	3,917	(45)	68	(200)	(495)
Issued Capital	35,792	0	0	0	0	0	35,792
Reserves	(1,904)	0	0	0	0	0	(1,904)
Accumulated Losses	(35,900)	488	1,206	(45)	68	(200)	(34,383)
Parent Interest	(2,012)	488	1,206	(45)	68	(200)	(495)
Non-Controlling Interest	(2,711)	0	2,711	0	0	0	0
Total Equity	(4,723)	488	3,917	(45)	68	(200)	(495)

Notes:

1. pro forma adjustment reflects the liquidation of controlling interest in wholly owned subsidiaries, Mooter Pty Limited and Hot Shot Media Pty Limited.
2. pro forma adjustment reflects the strike off of its controlling interest in 67% owned subsidiary HSM Ventures Pte Limited.
3. pro forma adjustment relates to proceeds received from third party which was used to pay off general expenses of the Company.
4. Pro forma adjustment relates to extinguishing existing financial liabilities of the Company, partly through amounts forgiven and partly from use of new borrowings facility established.
5. Pro forma adjustment relates to borrowings facility drawn down from Mining Investments Limited to the quantum of \$300,000 for working capital purposes.

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