



Mobilesoft Limited
21 Teddington Road
BURSWOOD WA 6100
PO Box 6918
EAST PERTH WA 6892
Ph: (08) 9486 2333
Fx: (08) 9355 4580
ABN 33 082 901 362

20 August 2009

The Company Announcements Platform
ASX Limited

By E-lodgement

AMENDED NOTICE OF MEETING

Please find following a notice of meeting which has been amended on page 21 to include a dispatch date of 6 October 2009 of the consolidated share holdings rather than 5 October 2009.

-ENDS-

Sean Henbury

Company Secretary

MOBILESOFT LIMITED

ACN 082 901 362

NOTICE OF GENERAL MEETING

TIME: 10am (WST)

DATE: 15 September 2009

PLACE: FJH Solutions Pty Ltd
21 Teddington Road
Burswood WA 6100

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9486 2333.

CONTENTS PAGE

Notice of General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	22
Schedule 1 – Coventry Resources Shareholders	24
Schedule 2 – Terms of the Options	26
Proxy Form	27

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am am (WST) on 15 September 2009 at:

FJH Solutions Pty Ltd
21 Teddington Road
Burswood WA 6100

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Mobilesoft Limited, 21 Teddington Road, Burswood, WA 6100; or
- (b) facsimile to the Company on facsimile number (+61 8) 9355 4580,

so that it is received not later than 10 am (WST) on 13 September 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 10am (WST) on 15 September 2009 at FJH Solutions Pty Ltd, 21 Teddington Road, Burswood, WA 6100.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5pm (WST) on 13 September 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolutions 2 to 5 (inclusive), for the purposes of Section 254H of the Corporations Act and for all other purposes, approval is given for the issued capital of the Company be consolidated on the basis that:

(a) every 20 Shares be consolidated into 1 Share; and

(b) every 20 Options be consolidated into 1 Option with the exercise price amended in inverse proportion to that ratio,

and where this consolidation results in a fraction of a Share or Option being held by a Shareholder or Optionholder (as the case may be), the Directors be authorised to round that fraction up to the nearest whole Share or Option, with the consolidation taking effect on the date the resolution is passed and otherwise as described in the Explanatory Statement."

Short Explanation: The Company must consolidate its capital in order to satisfy Chapters 1 and 2 of the ASX Listing Rules and as a condition of the Company's securities recommencing trading on the ASX following the Acquisition.

2. RESOLUTION 2 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolutions 1, 3, 4 and 5, for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, the Company be authorised to make a significant change in the nature and scale of its activities from an information technology software and hardware company to a mining exploration company."

Short Explanation: The proposed acquisition of Coventry Resources, if successful, will result in the Company changing from an information technology software and hardware company to a mining exploration company. ASX Listing Rule 11.1.2 requires the Company to seek shareholder approval where it proposes to make a significant change to the nature or scale

of its activities. ASX has also advised the Company that it will be required to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules in accordance with ASX Listing Rule 11.1.3. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – ISSUE OF SHARES AND OPTIONS TO SHAREHOLDERS IN COVENTRY RESOURCES LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolutions 1, 2, 4 and 5, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 15,000,000 Shares and 5,000,000 Options on a post-Consolidation basis to the shareholders in Coventry Resources Limited on the terms set out in the Explanatory Statement.”

Short Explanation: The Company has entered into the Implementation Agreement with Coventry Resources under which the Company has agreed to make separate offers of Shares and Options to all Coventry Resources Shareholders to acquire all of the issued capital of Coventry Resources. The Company seeks shareholder approval for the issue of the Shares and Options in accordance with ASX Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – ISSUES UNDER PROSPECTUS CAPITAL RAISING

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolutions 1, 2, 3, and 5, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue Shares (on a post-Consolidation basis) raising up to a total of \$5,000,000 on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: The Company must issue a Prospectus in order to satisfy the requirements of Chapters 1 and 2 of the ASX Listing Rules and as a condition of the Company's securities recommencing trading on the ASX following the Acquisition. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – CHANGE OF NAME

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, subject to the passing of Resolutions 1 to 4 (inclusive), for the purposes of Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to 'Coventry Resources Limited'."

Short Explanation: The Company proposes to change its name to more accurately reflect the proposed future activities of the Company, subject to the Acquisition proceeding.

6. RESOLUTION 6 – ELECTION OF DIRECTOR – ANTHONY GODDARD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolutions 1, 2, 3, 4, 5 and 7, for the purpose of clause 11.11 of the Constitution and for all other purposes, Mr Anthony Goddard, being eligible and having consented to act, be elected as a Director of the Company on and from the Settlement Date".

Short Explanation: As part of the Acquisition, new appointments of the Company's Board will be made. Please refer to the Explanatory Statement for details.

7. RESOLUTION 7 – ELECTION OF DIRECTOR – MICHAEL HAYNES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolutions 1 to 6 (inclusive), for the purpose of clause 11.11 of the Constitution and for all other purposes, Mr Michael Haynes, being eligible and having consented to act, be elected as a Director of the Company on and from the Settlement Date".

Short Explanation: As part of the Acquisition, new appointments of the Company's Board will be made. Please refer to the Explanatory Statement for details.

8. RESOLUTION 8 – ADOPTION OF NEW CONSTITUTION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, in accordance with section 136(2) of the Corporations Act and for all other purposes, the Company adopts a new Constitution in the form tabled at the Meeting."

Short Explanation: The Company is seeking to adopt a new Constitution to incorporate changes that have been made to the Corporations Act in the last few years.

DATED: 7 AUGUST 2009

BY ORDER OF THE BOARD

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10am (WST) on 15 September 2009 at FJH Solutions Pty Ltd, 21 Teddington Road, Burswood, WA 6100.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. BACKGROUND

1.1 Overview

On 3 August 2009, the Company announced to ASX that it has entered into an agreement with unlisted company Coventry Resources Limited (**Coventry Resources**) and its major shareholders, under which the Company has agreed to make offers to acquire all of the shares in Coventry Resources. Please refer to Section 1.3 for further details regarding the proposed Acquisition.

Coventry Resources is a gold exploration company that has rights to a highly prospective gold project located in Ontario, Canada (**Ardeen Project**). Please refer to Section 1.2 for further details about Coventry Resources and the Ardeen Project

1.2 Coventry Resources Assets and Prospect Highlights

Coventry Resources has entered into a definitive option agreement (**Definitive Agreement**) with Pele Gold Corporation, a wholly-owned subsidiary of Pele Mountain Resources Inc., which owns 100% of the Ardeen Gold Project.

Under the Definitive Agreement, Coventry Resources has a right to earn up to a 100% interest in the Ardeen Gold Project. Refer to Section 1.2.2 for details regarding the Definitive Agreement.

1.2.1 The Ardeen Gold Project

Highlights

- Hosts the historic high grade Ardeen Gold Mine, with underground development over a strike length of 850 metres on 8 levels to a depth of 380 metres.
- Previous production of 30,000oz of gold and 140,000oz of silver.
- Most recent production in the 1930's.
- Limited and sporadic subsequent exploration.
- Extensive shallow, high grade gold mineralisation delineated at several prospects adjacent to the historic Ardeen Gold Mine, with results from drilling including:

4.9m at 73.7 g/t Au from 19.2m;

7.3m at 20.2 g/t Au from 19.7m;

3.7m at 34.7 g/t Au from 19.0m;

2.0m at 76.2 g/t Au from 71.0m;

0.6m at 83.8 g/t Au from 20.7m;

3.7m at 37.8 g/t Au from 13.4m; and

4.9m at 30.5 g/t Au from 11.9m.

- Mineralisation open at depth and along strike at all key prospects.
- An initial exploration target for the project of approximately 1-1.2 Mt of mineralised material at grades of 10-15g/t gold (for approximately 400,000-500,000oz of contained gold)*.
- Initial metallurgical test work indicates excellent recoveries with conventional processing (>95%).
- Large landholding of ~5,000 hectares.
- Excellent infrastructure – sealed highway and mains power to within 15 kilometres, and graded, logging roads throughout the project.
- Within 1.5 hours of Thunder Bay, population 110,000.
- Considerable near-term production potential.
- Diamond drilling programme scheduled to commence mid-late August 2009.
- Additional exploration properties within road haulage distance of the Ardeen Gold Project are currently under review.

*The potential quantity and grade is conceptual in nature. There has been insufficient compilation of previous exploration and mining activity to define a Mineral Resource under the JORC Code and it is uncertain if further compilation and exploration will result in the determination of a Mineral Resource.

Location and Access

The Ardeen Gold Project comprises 153 contiguous unpatented mining claims plus four patented mining claims covering an area of more almost 5,000 hectares. The project is located 110 kilometres west of Thunder Bay in Ontario, Canada (see Figure 1). Access to the project is via a sealed highway to within 15 kilometres of the project, and then by a network of graded logging roads. The project can be accessed by road all year round. Mains power lines run within 15 kilometres of the project. Thunder Bay is an important rail, road and transport hub located at the western extent of Lake Superior where most required services, skills and supplies are readily available.



Figure 1. Location of the Ardeen Gold Project, Ontario, Canada.

History

The Ardeen Gold Mine was discovered in 1871 and became northern Ontario's first operating gold mine. The mineralisation at Ardeen is typical of the high-grade Archaean gold systems that occur throughout the Superior Province of the Canadian Shield. The majority of historic production occurred during the 1930s, when around 30,000oz of gold and 140,000oz of silver were produced from the Ardeen Mine. Three shafts were constructed; the deepest to 380 metres. Eight levels of development were established over 850 metres of strike. Unexploited high grade gold mineralisation remains at the Ardeen Gold Mine, and the mineralisation remains open along strike in both directions and at depth.

Previous Exploration

Following the termination of mining in the 1930s, little exploration was conducted in the district until the 1970s. Limited, sporadic drilling was completed at the historic Ardeen mine and surrounds from the 1970s – 1990s. During this period claim ownership was largely fragmented.

In the mid-1990s, Pele Mountain Resources Inc. (Pele) consolidated claim ownership in the district and undertook the first modern exploration, including drilling more than 12,000 metres of diamond core and conducting extensive ground geophysical surveys. This resulted in the delineation of numerous zones of exceptionally high-grade, shallow, vein gold mineralisation in close proximity to the Ardeen mine.

The more advanced prospects delineated by Pele include the Fisher, Trench 2 and McKellar prospects. Substantial, laterally extensive high-grade gold mineralisation has been delineated at all of these prospects.

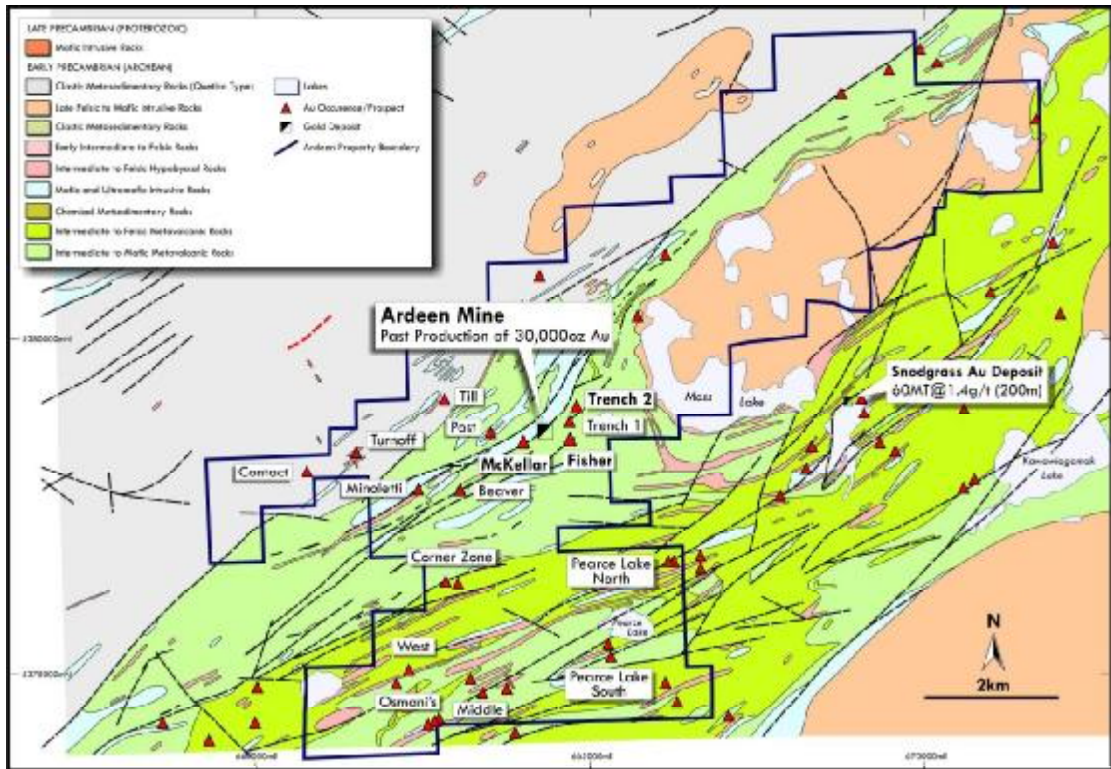


Figure 2. The geology and the location of gold occurrences and prospects at the Ardeen Gold Project.

The Fisher prospect is located approximately 300 metres east of the Ardeen mine. High grade gold mineralisation has been intersected in drilling over a strike length of more than 400 metres, with the mineralisation remaining open along strike in both directions and at depth. Additional potential is also indicated to the south and southwest of the prospect. More than 70% of the drill core from the Fisher prospect was not analysed previously. Historic intersections in diamond drilling include:

4.9m at 73.7 g/t Au from 19.2m

7.3m at 20.2 g/t Au from 19.7m

3.7m at 34.7 g/t Au from 19.0m

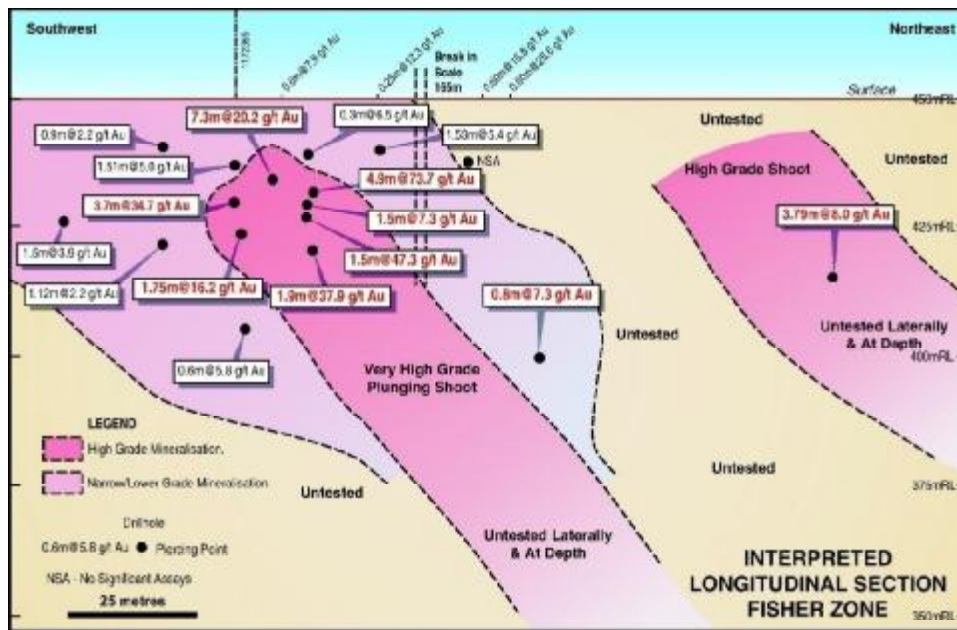


Figure 3. Longitudinal Section of mineralisation at the Fisher Prospect.

High grade gold mineralisation has been intersected over more than 250 metres of strike at the Trench 2 prospect, located about 450 metres northeast of the Ardeen gold mine. Historic diamond drilling results from the Trench 2 prospect include:

2.0m at 76.2 g/t Au from 71.0m; and

0.6m at 83.8 g/t Au from 20.7m.

Mineralisation remains open in all directions. More than 70% of the drill core from the Trench 2 prospect was not analysed previously. There is considerable potential to extend the known mineralisation at the Trench 2 prospect.

The McKellar prospect is located 500m southwest of the main shaft at the Ardeen mine. Underground development at the 114m level of the Ardeen mine comes within 30m of the mineralisation at the McKellar prospect. Mineralised quartz veins in a shear zone at the McKellar prospect can be traced at surface over more than 3,200 metres of strike. Outstanding historic drilling results from the McKellar prospect include:

3.7m at 37.8 g/t Au from 13.4m; and

4.9m at 30.5 g/t Au from 11.9m.

The mineralised shear zone at the McKellar prospect is sparsely drilled, and there is considerable potential to delineate additional mineralisation within this corridor.

Extensive shallow high grade gold mineralisation has been delineated at numerous prospects at the Ardeen Gold Project. Mineralisation remains open at depth and along strike at all of these prospects. There is considerable potential to delineate substantial resources at these prospects.

Additional gold occurrences have been identified at more than 20 locations within the project area. Almost all of these occurrences have never been systematically explored by drilling. Considerable potential remains to discover further mineralisation at these occurrences.

Metallurgy

Previous metallurgical test work completed on samples of mineralisation from the Ardeen Gold Project indicated that excellent recoveries can be anticipated with conventional gravity/cyanide processing. Recoveries of ~40% were returned with gravity. Cyanide leaching of the gravity tail resulted in ~95% overall recoveries.

Initial Exploration Target

Despite considerable exploration being conducted at the Ardeen Gold Project previously, JORC Code (or Canadian equivalent NI 43-101) compliant resources have never been calculated for any of the deposits or prospects. Based on historic, non-compliant calculations however, Coventry Resources Limited has established **an initial exploration target for the project of approximately 1-1.2 Mt of mineralised material at grades of 10-15g/t gold (for approximately 400,000-500,000oz of contained gold).**

The potential quantity and grade is conceptual in nature. There has been insufficient compilation of previous exploration and mining activity to define a Mineral Resource under the JORC Code and it is uncertain if further compilation and exploration will result in the determination of a Mineral Resource.

Forward Work Programme

Historic drill core is currently being transferred from the project to Coventry Resources' workshop in Thunder Bay. Where possible this historic core will be systematically rehabilitated into new core storage boxes. A substantial proportion of this historic core has never been sampled or analysed previously. All historic core that can be confidently located will be sampled and submitted for analysis. This should facilitate verification of historic results. It is possible that additional, previously unknown zones of gold mineralisation will also be identified as a result of this process.

A diamond core drilling programme is scheduled to commence at the Ardeen Gold Project in mid-late August. It is planned that this initial drilling programme will comprise approximately 4,000 metres of drilling. This will be a substantial programme in Coventry Resources' progress towards calculating JORC Code compliant resources for the key prospects on the project.

1.2.2 Definitive Agreement

Coventry Resources has entered into a definitive option agreement (**Definitive Agreement**) with Pele Mountain Resources Inc. (**Pele**), a Canadian uranium and gold resources company listed on the TSX Venture Exchange. The Definitive Agreement is made in relation to Pele Mountain's Ardeen Project.

The terms of the Definitive Agreement are as follows.

- (a) Coventry Resources paid Pele CN\$75,000 cash upon signing the Definitive Agreement;
- (b) Coventry Resources may earn a 51% interest in the Ardeen Project by spending CN\$1.5 million at Ardeen within 18 months of entering into the Definitive Agreement;
- (c) if Coventry Resources does not spend at least CN\$750,000 in the first 12 months, it agrees to pay Pele an additional CN\$100,000 in cash to maintain its option to acquire a 51% interest in the Ardeen Project;

- (d) once Coventry Resources has earned a 51% interest, it may then elect to increase its interest to 75% by spending an additional CN\$1.5 million at Ardeen within 42 months of execution of the Definitive Agreement;
- (e) once Coventry Resources has earned a 75% interest, it will provide Pele with a proposed budget for an additional two years of work, at which point Pele may elect to keep its 25% interest by agreeing to fund its proportionate share of the proposed budget. In that case, Coventry Resources and Pele agree to enter into joint venture arrangements;
- (f) alternatively, Pele may elect to not fund the proposed budget and Coventry Resources will continue to solely fund project development. In this instance, once Coventry Resources has completed a feasibility study, it will have earned a 100% interest in the Ardeen Project, with Pele retaining a 2% net smelter returns) royalty; and
- (g) until a feasibility study has been completed, Pele shall retain a 25% interest in the Ardeen Project.

1.3 Coventry Resources Acquisition Terms

The Company and Coventry Resources have entered into an implementation agreement (**Implementation Agreement**) under which the Company has agreed to make separate offers (**Offers**) to all Coventry Resources Shareholders to acquire all of the issued capital of Coventry Resources (**Acquisition**).

The consideration to be paid to Coventry Resources shareholders for 100% of Coventry Resources Shares will be through the issue of:

- (a) 15,000,000 Shares; and
- (b) one (1) free attaching Option for every three (3) Shares issued, exercisable at \$0.20 on or before 30 June 2011,

(in each case on a post-Consolidation basis) which will be apportioned amongst the Coventry Resources Shareholders in the proportion that the number of Coventry Resources Shares they hold bears to the total number of Coventry Resources shares on issue.

The Agreement is conditional on:

- (a) the Company completing a legal, financial and operational due diligence on the Coventry Resources and its subsidiaries and their assets and the Company being satisfied with the results of that due diligence (in its sole and absolute discretion);
- (b) Coventry Resources completing a legal, financial and operational due diligence on the Company and its subsidiaries and their assets and Coventry Resources being satisfied with the results of that due diligence (in its sole and absolute discretion);
- (c) the Company obtaining all necessary regulatory and shareholder approvals required to complete the acquisition including, without limitation, shareholder approval to:
 - (i) change the nature and/or scale of the Company's activities in accordance with ASX Listing Rule 11.1.2, as is sought under Resolution 2 of this Notice of Meeting, if required by ASX;

- (ii) proceed with a capital raising of a minimum of \$1,000,000 and up to \$5,000,000 (in accordance with ASX Listing Rule 7.1), as is sought under Resolution 4 of this Notice of Meeting;
 - (iii) proceed with a 1:20 consolidation of the Company's existing securities (**Consolidation**), as is sought under Resolution 1 of this Notice of Meeting;
 - (iv) allot and issue Shares and Options at settlement to the Coventry Resources Shareholders (in accordance with the ASX Listing Rules and/or Corporations Act), as is sought under Resolution 3 of this Notice of Meeting; and
 - (v) change the name of Mobilesoft Limited to "Coventry Resources Limited", as is sought under Resolution 5 of this Notice of Meeting;
- (d) the Company complying with any requirements of ASX including, if necessary, the requirements of Chapters 1 and 2 of the ASX Listing Rules, including issuing a prospectus, as if the Company were applying for admission to the official list of ASX (as required by ASX Listing Rule 11.1.3);
- (e) the Company preparing a prospectus for a capital raising and the Offers (**Prospectus**), lodging the Prospectus with the ASIC and receiving sufficient applications to meet the minimum subscription under the Prospectus; and
- (f) the Company becoming entitled to acquire 100% of the Coventry Resources Shares as a result of each Coventry Resources Shareholder accepting the Offer.

1.4 Pro-forma balance sheet

A pro-forma Balance Sheet for the Company incorporating the effect of the Acquisition is set out below:

Mobilesoft Limited

Proforma Consolidated Balance Sheet (incorporating the effect of the Acquisition)

	Proforma Unaudited 31-Jul-09 \$000	Effect if Coventry Resources is acquired 31-Jul-09 \$000
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	2,127	7,166
Other debtors	-	8
TOTAL CURRENT ASSETS	2,127	7,174
NON-CURRENT ASSETS		
Intangible assets	325	325
Exploration		3,968
TOTAL NON-CURRENT ASSETS	325	4,293
TOTAL ASSETS	2,452	11,467

CURRENT LIABILITIES		
Trade and other payables	-	3
Financial liabilities	-	-
Current tax liabilities	-	-
Short-term provisions	-	-
Unearned revenue	-	-
TOTAL CURRENT LIABILITIES	-	3
TOTAL LIABILITIES	-	3
NET ASSETS	2,452	11,464
EQUITY		
Issued capital	17,204	11,700
Reserves	0	0
Retained earnings	14,752	235
TOTAL EQUITY	2,452	11,465

In accordance with paragraph B7(c) of AASB 3, the amount recognised as issued equity instruments in the consolidated balance sheet is determined by adding to the issued equity of the legal subsidiary immediately before the business combination the cost of the combination. However, the equity structure appearing in the consolidated financial statements (i.e. the number and type of equity instruments issued) will reflect the equity structure of the legal parent, including the equity instruments issued by the legal parent to effect the combination.

The above balance sheet assumes that \$5 million is raised by the Company.

1.5 Pro-forma capital structure

The capital structure of the Company following the Acquisition and the Consolidation is set out below:

Shares (post-Consolidation)	29,028,526
Consideration Shares	
Shares to be issued to Coventry Resources Shareholders	15,000,000
TOTAL SHARES	44,028,526
Options	
Options on Issue (post-Consolidation)	
Options exercisable at \$16.00 on or before 30 November 2009	49,015
Options exercisable at \$6.40 on or before 30 November 2009	36,515
Options exercisable at \$32.00 on or before 10 February 2010	4,500
Options exercisable at \$32.00 on or before 8 January 2011	9,375
Options exercisable at \$48.00 on or before 10 February 2011	4,500
Options exercisable at \$48.00 on or before 8 January 2012	8,375
Options exercisable at \$0.20 on or before 30 April 2013	12,000,000
Consideration Options	
Options to be granted to Coventry Resources Shareholders on the basis of one (1) Option for every three (3) Shares issued, exercisable at \$0.20 on or before 30 June 2011	5,000,000
TOTAL OPTIONS	17,112,280

In addition to the above, under the Prospectus, the Company will seek to raise up to \$5,000,000 through the issue of Shares at an issue price of \$0.30 each (post Consolidation).

1.6 Indicative Timetable

<u>Event</u>	<u>Date</u>
Execution of Agreement and Announcement of Acquisition	3 August 2009
Dispatch Notice of Meeting seeking approval for Acquisition	14 August 2009
Suspension of the Company's securities from trading on ASX at the opening of trading	15 September 2009
General Meeting to approve Acquisition and Change in Nature and Scale of Activities	15 September 2009
Lodgement of Prospectus with the ASIC	15 September 2009
Opening of Offer under the Prospectus	23 September 2009
Closing Date of Offer under the Prospectus	9 October 2009
Settlement of Acquisition	14 October 2009
Anticipated date the suspension of trading is lifted and the Company's securities commence trading again on ASX	19 October 2009

1.7 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) by approving the change of nature, the Company can focus on mining exploration activities;
- (b) by changing focus and making this clear, there will no longer be confusion in the market as to the intentions of the Company;
- (c) the mining exploration activities represent a significant opportunity for the Company;
- (d) a larger market capitalisation and enhanced shareholder base should provide more liquid stock than any of either the Company or Coventry Resources on a stand alone basis;
- (e) the Board of directors will provide an experienced and balanced set of skills to guide the growth of the Company; and
- (f) the Consolidation will provide a more simplified structure.

1.8 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) the Company will be changing the nature of its activities to become a company focused on mining exploration activities, which may not be consistent with the objectives of Shareholders; and
- (b) the Acquisition will result in the issue of Shares and Options to the Coventry Resources Shareholders which will have a dilutionary effect on the current holdings of Shareholders; and
- (c) there are many risk factors associated with the change of nature of the Company's activities, or rather associated with Coventry Resources' business and operations. Some of these risks are set out in Section **Error! Reference source not found.** below.

1.9 Risks

Shareholders should be aware that if the Resolutions are approved, the Company will be changing the nature of its activities to a mining exploration company which is subject to various risk factors. Based on the information available, a non-exhaustive list of risk factors are as follows:

Exploration

Mining exploration is inherently associated with risk. Notwithstanding the experience, knowledge and careful evaluation a company brings to an exploration project there is no assurance that recoverable mineral resources will be identified. Even if identified, other factors such as technical difficulties, geological conditions, adverse changes in government policy or legislation or lack of access to sufficient funding may mean that the resource is not economically recoverable or may otherwise preclude the Company from successfully exploiting the resource.

Exploration costs

The proposed exploration expenditure of the Company is based on certain assumptions with respect to the method and timing of exploration and feasibility work. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice.

Title Risks

The mining tenements in which the Company will or may in the future acquire an interest are subject to the applicable local laws and regulations. There is no guarantee that any tenement applications or conversions in which the Company has a current or potential interest will be granted.

Tenements (or applications) in which the Company has an interest are (or, if granted, will be) subject to the relevant conditions applying in each jurisdiction. Failure to comply with these conditions may render the licences liable to forfeiture.

All of the projects in which the Company has an interest will be subject to application for tenement renewal from time to time. Renewal of the term of each tenement is subject to applicable legislation. If a tenement is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement. However, the Directors are not aware of any reason why renewal of the term of any tenement will not be granted.

Environmental risks

The Company's projects are subject to relevant environmental legislation and will themselves have varying levels and types of potential impact on the natural environment. Like most countries, Canada has laws and regulations regarding environmental matters, including disturbance, rehabilitation and the discharge of hazardous waste and materials. These will be dealt with in the normal course of operations.

Exploration work is intended to be carried out in a way that causes minimum impact on the environment. Consistent with this, it may be necessary in some cases to undertake baseline environmental studies prior to certain exploration or mining activities, so that environmental impact can be monitored, and as far as possible, minimised. While the Company is not aware of any endangered species of fauna and flora within any of its project areas, no baseline environmental studies have been completed to date, and discovery of such could limit or even prevent further work in certain areas.

Competition Risk

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

Adequacy of Capital Raising

While the Directors believe that the Company will have sufficient funds to fund its activities, there can be no assurance that the Company will not seek to exploit business opportunities of a kind which will require it to raise additional capital from equity or debt sources. There can be no assurance that the Company will be able to raise such capital on favourable terms, or at all.

Any additional equity raising may dilute the interests of Shareholders, and any debt financing, if available, may involve financial covenants which limit the Company's operations. There is no guarantee that acceptable sources of funds will be found in the future. If the Company is unable to obtain such additional capital, the Company may be required to reduce the scope of any expansion, which could adversely affect its business, operating results, and financial condition.

Economic Risks

Factors such as inflation, currency fluctuations, interest rates, supply and demand of capital and industrial disruption have an impact on business costs, commodity prices and stock market prices. The Company's operating costs,

possible future revenues and future profitability can be affected by these factors, which are beyond the control of the Company.

Market Conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as, general economic outlook, interest rates and inflation rates, currency fluctuations, changes in investor sentiment toward particular market sectors, the demand for, and supply of, capital and terrorism or other hostilities.

Reliance on Key Personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

Growth

The Company will continue to seek to grow the Company both organically and through new investment opportunities. There are always risks that the benefits, synergies or efficiencies expected from such investments or growth may take longer than expected to be achieved or may not be achieved at all. Any investments pursued could have a material adverse effect on the Company.

Growth also brings substantial demands on management. The Board of Directors applies its experience to the evaluation and financing of new opportunities to determine whether the expected risks and rewards of these opportunities meets the Company's requirements and its strategies for diversification of risk and for capital. The operating results of the Company will largely depend on the ability of the Board of Directors to make sound investment decisions.

Currency risk and exchange rate risk

The Company's main business undertakings will be in Canada, and as a result revenues, cash flows, expenses, capital expenditure and commitments are primarily denominated in Canadian dollars. This results in the income, expenditure and cash flows of the entities being exposed to fluctuations and volatilities in exchange rates, as determined in international markets.

The amount of revenue generated by the Company in Australian dollars to pay dividends and operating costs will fluctuate with changes in exchange rates, including the AUD:CN and the AUD:US exchange rate. Changes in exchange rate are outside the Company's control.

Forward looking information

Certain information in this Notice of Meeting constitutes forward looking information that is subject to risks and uncertainties and a number of assumptions, which may cause the actual expenditure of the Company to be different from the expectations expressed or implied in this Notice of Meeting.

Liquidity Risk

There is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in the Company.

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 Company's securities.

1.10 Directors' Recommendation

The directors of Mobilesoft and Coventry Resources unanimously recommend the Acquisition. It is the view of the Mobilesoft and Coventry Resources directors that the Acquisition will give the Company's Shareholders the opportunity to participate in a potentially significant exploration and development programme in respect of a highly prospective gold project.

1.11 Competent Person

The information in this Notice of Meeting that relates to exploration results is based on information compiled by Anthony Brendon Goddard, who is a Member of the Australian Institute of Geoscientists and a Competent Person for the purposes of the JORC Code. Mr Goddard is a director of Coventry Resources and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person under the JORC Code. Mr Goddard consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

2. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

2.1 Background

Resolution 1 seeks Shareholder approval to consolidate the number of Shares and Options on issue on a one (1) for twenty (20) basis (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward and enable the Company to satisfy Chapters 1 and 2 of the ASX Listing Rules and obtain re-quotations of the Shares on ASX should Shareholder approval be obtained pursuant to Resolution 2.

2.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The ASX Listing Rules also require that the number of options on issue be consolidated in the same ratio as the ordinary capital and the exercise price amended in inverse proportion to that ratio.

2.3 Fractional Entitlements and Taxation

Not all Shareholders and Optionholders will hold that number of Shares and Options which can be evenly divided by twenty. Where a fractional entitlement

occurs, the Directors will round that fraction up to the nearest whole Share or Option.

It is not considered that any taxation implications will exist for Shareholders or Optionholders arising from the Consolidation. However, Shareholders and Optionholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor the Directors (or the Company's advisors) accept any responsibility for the individual taxation implications arising from the Consolidation.

2.4 Holding Statements and Option Certificates

From the date of the Consolidation:

- (a) all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis; and
- (b) all certificates for unlisted Options (if any) will cease to have any effect, except as evidence of entitlement to a certain number of Options on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares and listed Options to be issued to holders of those securities and to the extent required new certificates for unlisted Options to be issued to Optionholders.

It is the responsibility of each Shareholder or Optionholder to check the number of Shares or Options held prior to disposal or exercise (as the case may be).

2.5 Effect on capital structure

The effect which the Consolidation will have on the capital structure of the Company is set out in the table in Section 0 of this Explanatory Statement.

2.6 Timetable

The indicative timetable for the Consolidation is as follows:

<u>Event</u>	<u>Date</u>
Suspension of trading of Company's shares	15 September 2009
General Meeting to approve transaction	15 September 2009
Notification to ASX of results of General Meeting	15 September 2009
Trading in reorganised securities on a deferred settlement basis would ordinarily occur*	22 September 2009
Last day to register transfers on a pre-reorganisation basis	28 September 2009
First day for Company to send notice to Shareholders of change of holdings as a result of reorganisation	29 September 2009
First day for Company to register securities on a	

post-reorganisation basis and for issue of holding statements	
Despatch date	6 October 2009
Deferred settlement market ends	
Last day for securities to be entered into the holders' security holdings and for Company to send notice to each security holder	

* The Company's securities will be suspended from trading on this date so deferred settlement trading will not occur.

3. RESOLUTION 2 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

3.1 General

Resolution 2 seeks approval from Shareholders for a change to the nature and scale of the activities of the Company to become a mining exploration company.

As outlined in Section 1.3 of this Explanatory Statement, the Company has entered into the Implementation Agreement with Coventry Resources under which the Company has agreed to make separate offers to all Coventry Resources Shareholders to acquire all of the issued capital of Coventry Resources.

The Implementation Agreement is subject to the conditions precedent set out in Section 1.3 above, including the requirement to obtain Shareholder approval.

A detailed description of the proposed Acquisition and Coventry Resources' assets and prospects is outlined in Section 1 above.

3.2 Legal requirements

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtains the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the Company were applying for admission to the official list of ASX.

ASX has indicated to the Company that given the change in the nature and scale of the Company's activities requires the Company to (in accordance with ASX Listing Rule 11.1.3):

- (a) obtain Shareholder approval; and

- (b) re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

4. RESOLUTION 3 – ISSUE OF SHARES AND OPTIONS TO SHAREHOLDERS IN COVENTRY RESOURCES LIMITED

4.1 General

As outlined in Section 1.3 of this Explanatory Statement, the Company has entered into the Implementation Agreement with Coventry Resources under which the Company has agreed to make separate offers to all Coventry Resources Shareholders to acquire all of the issued capital of Coventry Resources (**Offers**).

The Offers will be made pursuant will be included in the Prospectus the subject of the Capital Raising under Resolution 4.

Under the Offer, the total consideration to be paid to Coventry Resources Shareholders for 100% of Coventry Resources Shares will be through the issue of:

- (a) 15,000,000 Shares; and
- (b) 5,000,000 Options, exercisable at \$0.20 on or before 30 June 2011,

(in each case on a post-Consolidation basis) which will be apportioned amongst the Coventry Resources Shareholders in the proportion that the number of Coventry Resources Shares they hold bears to the total number of Coventry Resources shares on issue.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Directors to issue the Consideration Shares and Options during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's annual 15% placement capacity.

4.2 Technical Information Required by ASX Listing Rule 7.3

The following information is provided in relation to the Shares pursuant to and in accordance with ASX Listing Rule 7.3:

- (a) the maximum number of Shares to be issued is 15,000,000 Shares (on a post-Consolidation basis);
- (b) the maximum number of Options to be issued is 5,000,000 Options (on a post-Consolidation basis);
- (c) the Shares and Options will be issued no later than three (3) months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date, being the Settlement Date of the Acquisition;

- (d) the Shares and Options will be issued for nil cash consideration, but rather as consideration for the Acquisition of 100% of the Coventry Resources Shares. Accordingly no funds will be raised from the issue of the Shares and the Options;
- (e) the Shares and Options will be issued to the Shareholders of Coventry Resources in proportion to their shareholding in Coventry Resources, as shown in the table in Schedule 1 to this Notice of Meeting.
- (f) none of the Coventry Shareholders are related parties of the Company;
- (g) the Shares issued will be fully paid ordinary shares in the capital of the Company's issued on the same terms and conditions as the Company's existing Shares; and
- (h) the Options will be issued on the terms set out in Schedule 2 of this Notice.

5. RESOLUTION 4 – ISSUE FOR PROSPECTUS CAPITAL RAISING

5.1 General

Resolution 4 seeks Shareholder approval for the allotment and issue of Shares (on a post-Consolidation basis) at an issue price of \$0.30 per Share to raise up to a total of \$5,000,000 (**Capital Raising**).

The Company intends to conduct the Capital Raising through the issue of a prospectus as part of its re-compliance with Chapters 1 and 2 of the ASX Listing Rules (**Prospectus**).

A summary of ASX Listing Rule 7.1 is set out Section 4.1 above.

The effect of Resolution 4 will be to allow the Directors to issue the Shares pursuant to the Capital Raising during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's annual 15% placement capacity.

5.2 Technical Information Required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Capital Raising:

- (a) the maximum number of Shares to be issued is \$5,000,000 divided by the issue price of the Shares;
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price of the Shares is intended to be \$0.30 each (on a post-Consolidation basis), however, the Company reserves the right to issue the Shares at a price of not less than \$0.20 each (on a post-Consolidation basis);
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (e) no related parties will be subscribers to the Capital Raising; and
- (f) the Company intends to use the amounts raised from the Capital Raising for general working capital and to fund exploration of the Ardeen Gold Project.

Further details on the use of funds will be set out in the Prospectus that will be issued in respect of the Capital Raising.

6. RESOLUTION 5 – CHANGE OF NAME

The new name proposed to be adopted under Resolution 5 is "Coventry Resources Limited". The Directors believe that this new name more accurately reflects the proposed future operations of the Company. The change in name will only take effect upon the Acquisition being successfully completed.

7. RESOLUTIONS 6 AND 7 – ELECTION OF DIRECTORS

In accordance with clause 11.11 of the Constitution and the Corporations Act, the appointments of Directors may be made by resolution passed at a general meeting (or by the Directors at any time).

Under clause 11.11 of the Constitution, Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Resolutions 6 and 7 seek the election of Mr Anthony Goddard and Mr Michael Haynes with effect from the Settlement Date.

Set out below is a summary of the backgrounds of the proposed directors.

Anthony Goddard

Tony Goddard graduated from the University of Western Australia in 1992 with a first class honours degree in Geology. He has more than 16 years exploration experience worldwide primarily for the exploration of gold and copper with companies including BHP, Rio Tinto, Equinox Resources, Phelps Dodge and Barrick Gold, as well as acting as an independent consultant. Mr Goddard has extensive global experience in project generation, identification and acquisition, mostly recently as regional generative geologist for Barrick Gold in Australia and Eurasia.

Michael Haynes

Mike Haynes has more than 18 years experience in the mining industry. He is a qualified geologist/geophysicist. Over the past five years he has been intimately involved in the identification and acquisition of undervalued resources projects, in the incorporation and initial public listing of several resources companies, and in the ongoing financing and management of several resources companies. He is currently the Managing Director of Black Range Minerals Limited and the Chairman of Overland Resources Limited and Genesis Minerals Limited.

8. RESOLUTION 8 – ADOPTION OF NEW CONSTITUTION

Resolution 8 seeks shareholder approval to adopt a new Constitution.

The new Board is seeking to adopt a new Constitution to ensure that the latest amendments to the Corporations Act are appropriately incorporated. The changes to the Constitution are otherwise not material.

A copy of the new Constitution is available on request.

9. ENQUIRIES

Shareholders are required to contact Sean Henbury on (+ 61 8) 9486 2333 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Acquisition means the acquisition by the Company of 100% of the issued capital of Coventry Resources.

Announcement Date means the date on which the Company and Coventry Resources made public the Acquisition, being 3 August 2009.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Capital Raising means the offer by the Company to allot and issue of up to 16,666,667 Shares (on a post-Consolidation basis) at an issue price of \$0.30 per Share to raise up to a total of \$5,000,000, as proposed in Resolution 4.

Company means Mobilesoft Limited (ACN 082 901 362).

Consideration Shares means the 15,000,000 Shares to be issued pursuant to Resolution 3 to the Coventry Resources Shareholders in consideration for the acquisition of all of the Coventry Resources Shares.

Consolidation means the consolidation of the issued securities of the Company existing at the Announcement Date on a 1 for 20 basis (rounded up to the nearest whole number), which consolidation is proposed to become effective on the date the resolution is passed.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Coventry Resources means Coventry Resources Limited (ACN 124 062 871).

Coventry Resources Share means a fully paid ordinary share in the capital of Coventry Resources.

Coventry Resources Shareholders means the shareholders of Coventry Resources as detailed in Schedule 1 of this Explanatory Statement.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Implementation Agreement means the implementation agreement entered into between the Company and Coventry Resources dated 3 August 2009 under which the

Company has agreed to make separate offers to all Coventry Resources Shareholders to acquire all of the issued capital of Coventry Resources.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Option means an option to acquire a Share on the terms set out in Schedule 2 of the Explanatory Statement.

Prospectus means the prospectus to be lodged in respect of the Capital Raising, in accordance with Resolution 4.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Settlement Date means the settlement date under the Implementation Agreement, which is five (5) Business Days after the satisfaction or waiver of the conditions precedent contained in clause 3 of the Implementation Agreement and Section 1.3 of this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – COVENTRY RESOURCES SHAREHOLDERS

Coventry Resources Shareholder	Shareholding in Coventry Resources	Consideration Shares	Consideration Options
Timothy James Flavel	1	20	7
Matthew Gaden Western Wood	1	20	7
Michael John Alexander Haynes	1	20	7
Bullseye Geoservices Pty Ltd <Haynes Family A/c>	3,200,000	62,608,692	20,869,564
Ms Karen Jennifer Pittard	3,200,000	62,608,692	20,869,564
Tim Flavel <Flavel Investment a/c>	1,250,000	24,456,520	8,152,173
Francis Scott Funston & Victoria Alexis Suzanne Funston <Funston Investment A/C>	500,000	9,782,608	3,260,869
Mr Benjamin Mathew Vallerine	500,000	9,782,608	3,260,869
Hugh Bresser & Heather Branchi ATF <Bresser Family Superannuation A/C>	500,000	9,782,608	3,260,869
Mr David Nicholas Scott	250,000	4,891,304	1,630,435
Mrs Andrea Murray <Murray Family Fund No. 2 A/C>	200,000	3,913,043	1,304,348
Mr Anthony Polglase	200,000	3,913,043	1,304,348
William Alan Oliver & Bryony Nicolle Norman <Maximillian Investment A/C>	100,000	1,956,522	652,174
Ms Alison Craven	100,000	1,956,522	652,174
Bullseye Geoservices Pty Ltd <Haynes Family A/c>	660,000	12,913,043	4,304,348
Mulga Holdings Limited	333,333	6,521,739	2,173,913
Mr Benjamin Mathew Vallerine	133,333	2,608,695	869,565
Gavin Brian Strack	133,333	2,608,695	869,565
Mr David Nicholas Scott	66,667	1,304,348	434,783
Jillian Flanagan	66,667	1,304,348	434,783
Geoffrey Elson	26,667	521,739	173,913
Michael Lewin Pty Ltd <Westend Investments A/C>	133,333	2,608,695	869,565
Catherine Haynes	133,333	2,608,695	869,565
Mr James Edward Foster Haynes & Mrs Deborah Ann Haynes <Inchigagin Family Account>	133,333	2,608,695	869,565
Leanne Maree Carter	133,333	2,608,695	869,565
Mr Clayton James Arnold	133,333	2,608,695	869,565
Ian Andrew Healey	133,333	2,608,695	869,565
Ms Karen Jennifer Pittard	1,000,000	19,565,216	6,521,739
Brian Goddard and Erna Goddard <Goddard Super Fund>	333,333	6,521,739	2,173,913
Mr Athanasios Lekkas <Athanasios Lekkas Family A/C>	133,333	2,608,695	869,565
Ms Samantha Leigh Blount	26,667	521,739	173,913
Mrs Andrea Murray <Murray Family Fund No. 2 A/C>	133,333	2,608,695	869,565
Mrs Meleisha Foster <Foster Family No. 2 A/C>	133,333	2,608,695	869,565
Brett N Harvey	26,667	521,739	173,913

William Alan Oliver & Bryony Nicolle Norman <Maximillian Investment A/C>	80,000	1,565,217	521,739
Warrior Consulting Pty Ltd	133,333	2,608,695	869,565
Ming Jang	133,333	2,608,695	869,565
Wim Bresser	66,667	1,304,348	434,783
Nicole Mary Sheehan	66,667	1,304,348	434,783
Hugh Bresser & Heather Branchi ATF <Bresser Family Superannuation A/C>	133,333	2,608,695	869,565
Ballybunnion Trading Co Pty Ltd <The Ballybunnion Investment A/C>	266,667	5,217,391	1,739,130
Jeff Dial Constructions Pty Ltd	186,667	3,652,174	1,217,391
Finlay George Funston	20,000	391,304	130,435
Mathew Stevens	66,667	1,304,348	434,783
Karl Brendon Ford	40,000	782,609	260,870
Francis Scott Funston & Victoria Alexis Suzanne Funston <Funston Investment A/C>	66,667	1,304,348	434,783
Simon & Danielle Barnes	66,667	1,304,348	434,783
TOTAL	15,333,334	300,000,000	100,000,000

SCHEDULE 2 – TERMS OF THE OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
 - (b) The Options will expire at 5:00 pm (WST) on 30 June 2001 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) The amount payable upon exercise of each Option will be \$0.20 (on a post-Consolidation basis) (**Exercise Price**).
 - (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (h) The Options are not transferable.
 - (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
 - (j) The Company will not apply for quotation of the Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will

give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (m) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issues of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

PROXY FORM

**APPOINTMENT OF PROXY
MOBILESOFT LIMITED
ACN 082 901 362**

GENERAL MEETING

I/We
of

being a member of Mobilesoft Limited entitled to attend and vote at the General Meeting, hereby

Appoint
Name of proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10am (WST) on 15 September 2009 at FJH Solutions Pty Ltd, 21 Teddington Road, Burswood, WA 6100, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 2, 3 and 4** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 2, 3 and 4 and that votes cast by the Chair of the General Meeting for Resolutions 2, 3 and 4 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 2, 3 and 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 2, 3 and 4.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	
ABSTAIN			
Resolution 1 – Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Change to Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue of Shares and Options to Coventry Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issues under Prospectus Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Election of Director – Anthony Goddard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Election of Director – Michael Haynes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of Member(s): _____

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

MOBILESOFT LIMITED
ACN 082 901 362

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Mobilesoft Limited, 21 Teddington Road, Burswood, WA, 6100; or
 - (b) facsimile to the Company on facsimile number +61 8 9355 4580,so that it is received not later than 10 am (WST) on 13 September 2009.

Proxy forms received later than this time will be invalid.