



DataMotion Asia Pacific Limited
ABN 44 009 148 529



registered office
Level 1
Westcentre
1260 Hay Street
West Perth WA 6005
AUSTRALIA

mailing address
Private Box 1288
West Perth WA 6872
AUSTRALIA

telephone - national **08 9415 2212**
- international **+61 8 9415 2212**

facsimile - national **08 9415 2221**
- international **+61 8 9415 2221**

email - info@datamotion.asia
visit us at - www.datamotion.asia

16 August 2010

ELS005.2011

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Via Electronic Lodgement

LODGEMENT OF PROSPECTUS

The Company is pleased to announce it has lodged a Prospectus in relation to the proposed capital raising announced on 30 July 2010.

A copy of the Prospectus is attached.

Yours faithfully

Joshua Wellisch
Director & Company Secretary
DATAMOTION ASIA PACIFIC LIMIED



DATA MOTION™

ASIA PACIFIC LIMITED
ABN 44 009 148 529

PROSPECTUS

for the Offer of 1,362,500,000 fully paid ordinary shares at an issue price of 0.08 cents per share and 2,316,250,000 attaching options exercisable at a price of 0.5 cents per option to raise approximately \$1,090,000 before the costs of the Offer

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus, then you should consult your stockbroker, accountant or other professional adviser.

The New Shares and Attaching Options offered by this Prospectus should be considered as speculative.

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INVESTMENT RISKS

In addition to normal risks affecting any stock exchange listed equity investment, an investment in new Shares and Attaching Options is subject to risks associated with the Company's business as set out in section 5. Each of these risks may have an adverse effect on the Company's future financial performance and position.

SECTION 1: IMPORTANT DATES AND NOTICES

IMPORTANT DATES

Date of Prospectus	16 August 2010
Opening Date	14 September 2010
Closing Date	27 September 2010

All dates, other than the date of announcement of the offer are indicative only.

DataMotion Asia Pacific Limited (“the Company”) reserves the right to amend any of the dates without prior notice but subject to compliance with the Corporations Act and the ASX Listing Rules.

IMPORTANT NOTICES

This Prospectus is dated 16 August 2010 and a copy of this Prospectus was lodged with ASIC and the ASX on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The Expiry Date of the Prospectus is 16 August 2011. No Shares or Options will be allotted or issued on the basis of this Prospectus after the Expiry Date.

The Company will apply to ASX for official quotation by ASX of the Shares offered by this Prospectus within 7 days after the date of this Prospectus. The fact that ASX may quote the Shares and Attaching Options is not to be taken in any way as an indication of the merits of the Company.

This Prospectus does not take into account your investment objectives, financial situation and particular needs. Before deciding to invest in the Company, you should read and understand the entire Prospectus and in particular, in considering the Company's prospects, you should consider the risk factors that could affect the Company's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in the Company involves risks. See 'Risk Factors' in Section 5 for a discussion of certain risk factors that you should consider before deciding to invest in the Company.

disclaimer

No person is authorised to give any information or to make any representation in connection with the Rights Issue that is not contained in this Prospectus or has not been released to ASX with the authorisation of the Company. Any information or representation that is not in this Prospectus may not be relied on as having been authorised by the Company, the Directors, or any other person in connection with the Offer.

Except as required by law, and only to the extent so required, no person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus.

The Application Form accompanying this Prospectus is important. Applications can only be submitted on a valid Application Form that is only available with this Prospectus.

continuous disclosure

The Company is listed on ASX, and as such is subject to disclosure requirements under the Corporations Act and the Listing Rules. Since listing, the Company has provided ASX with information regarding its activities and that information is publicly available. This Prospectus is intended to be read in conjunction with that publicly available information. Eligible applicants should therefore have regard to that publicly available information before making an investment decision.

SECTION 1: IMPORTANT DATES AND NOTICES(cont.)

nature of Prospectus

Some words in this Prospectus have defined meanings. The definitions appear in the Glossary at the end of this Prospectus. References to dollars are to Australian dollars unless otherwise indicated.

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

This Prospectus is a transaction specific prospectus issued pursuant to section 713 of the Corporations Act. 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. Please refer to Section 6 for further information concerning the nature of this Prospectus.

SECTION 2: CORPORATE DIRECTORY

DIRECTORS & COMPANY SECRETARY

Michael Robson
Chairman

Joshua Wellisch
Director and Company Secretary

Patrick Corr
Director

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

Level 1 Westcentre
1260 Hay Street
West Perth WA 6005
AUSTRALIA

Mailing Address Private Box 1288
West Perth WA 6872
AUSTRALIA

Telephone (08) 9415 2212
Facsimile (08) 9415 2221
Email info@datamotion.asia
Website www.datamotion.asia

AUDITORS *

Grant Thornton (WA) Partnership
Chartered Accountants
Level 1, 10 Kings Park Road
West Perth WA 6005

SHARE REGISTRY *

Computershare Investor Services Pty Ltd
Level 2 Reserve Bank Building
45 St Georges Terrace
Perth WA 6000

BANKERS *

Australia & New Zealand Banking Group Limited
Cnr Hay & Outram Streets
West Perth WA 6005

SOLICITORS & CORPORATE ADVISERS *

Lavan Legal
Level 20 The Quadrant
1 William Street
Perth WA 6000

STRATEGY, FINANCIAL & TECHNOLOGY CONSULTANTS *

Deloitte
Management Solutions
Level 14 Woodside Plaza
240 St Georges Terrace
Perth WA 6000

STOCK EXCHANGE

Listed on the Australian Securities Exchange
The Home Exchange is in Perth, Western Australia

ASX CODE

DMN – Fully Paid Ordinary Shares
DMNOA – listed options exercisable at 1.0 cent exp. 06 May 13

* Denotes referred to for information purposes only. They have not been involved in the preparation of this Prospectus

SECTION 3: DETAILS OF THE OFFER

3.1 company overview

Datamotion Asia Pacific Limited is an internet security, systems and services group based in Perth, Western Australia. The group is focused on generating transaction, storage and licencing revenues through Data Centre Services; Datamotion SecureMail and Data-encrypt online data backup and recovery. Further to this the Company is currently in discussions with third parties in relation to its Data Centre and persuing commercial arrangements to optimise its utilisation for the benefit of the Company.

3.2 the issue

This Prospectus invites investors to apply for 1,362,500,000 fully paid ordinary shares at an issue price of 0.08 cents per share and 2,316,250,000 attaching options on the basis of seventeen (17) new options for every ten (10) shares subscribed for. The options have an exercise price of 0.5 cents and expire on 29 March 2013. The Offer is only open to clients of CPS Securities invited to subscribe by CPS Securities.

3.3 shareholder approval

The issue of the Shares and Attaching Options is subject to Shareholder Approval pursuant to ASX Listing Rule 7.1 at a general meeting scheduled to be held on 13 September 2010.

3.4 use of proceeds

The Company expects to raise approximately \$1,090,000 under the Offer before costs and will use the proceeds as set out in Section 4.1.

3.5 Allotment and Application Money

New Shares and Attaching Options will be issued only after Shareholder approval has been obtained and all Application Money has been received and ASX has granted permission for the New Shares to be quoted.

3.6 opening and closing dates

The Offer will open for receipt of acceptances on 14 September 2010 and close at 5.00pm (AWST) on 27 September 2010 (unless extended). Completed Application Forms must be received by the Company at:

DataMotion Asia Pacific Limited
Private Box 1288
West Perth WA 6872
AUSTRALIA

by the Closing Date, together with a cheque or bank draft in Australian dollars made payable to "DataMotion Asia Pacific Limited".

3.7 no prospective financial forecasts

The Company specialises in leading edge technologies. Given the speculative nature of this industry, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

3.8 taxation implications

The Directors do not consider that it is appropriate to give potential applicants advice regarding the taxation consequences of applying for New Shares and Attaching Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of potential applicants. The Company, its advisers and its officers do not accept any responsibility or liability for any taxation consequences to potential applicants. Potential applicants should,

therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

3.9 summary only

The information set out in this section 3 provides a summary of the information contained in the Prospectus. Applicants should read the Prospectus in its entirety prior to making a decision to apply for New Shares. If you have any questions about investing in the Company, please contact your stockbroker, accountant or individual financial adviser.

3.10 enquiries

Any questions concerning the Offer should be directed to:

Mr Michael Robson
Non-Executive Chairman
DataMotion Asia Pacific Limited

Telephone	+61 (0)8 9415 2212
Facsimile	+61 (0)8 9415 2221
Email	info@datamotion.asia
Website	www.datamotion.asia

SECTION 4: PURPOSES AND EFFECT OF THE OFFER

4.1 purpose of the offer

The purpose of the Offer is to raise approximately \$1,090,000 (before expenses). The proceeds of the Offer are planned to be used over the next two years in accordance with the table outlined below:

proposed use	amount
Business expansion (two new sales staffs on retainer with support for 24 months)	\$200,000
Hardware & software (Common Criteria Certification of DataMotion SecureMail and two new servers)	\$350,000
General working capital requirements	\$250,000
Business acquisition and due diligence	\$200,000
Expenses of the Offer (legal, printing, postage, ASIC, ASX, Computershare & mandate fees)	\$90,000
Total proceeds of the offer	\$1,090,000

4.2 effect of the offer

The principal effects of the Offer will be to:

- increase the Company's cash reserves by approximately \$1,000,000 taking into account the costs of the Rights Issue;
- provide the Company with additional capital for the purposes referred to in section 4.1; and
- increase the total number of issued Shares and Options (refer section 4.3).

4.3 effect of the Rights Issue on capital structure

The tables below set out the effect on the Company's capital structure if no existing Options are exercised and the Offer is fully subscribed.

Shares	number	% equity
existing Shares	2,177,522,710	62
New Shares to be issued	1,362,500,000	38
Totals	3,540,022,710	100

Options	number
Unlisted Employee Option Incentive Scheme options exercisable at 2.5 cents on or before 8 December 2010	10,000,000
Unlisted Consultant Option Incentive Scheme options exercisable at 2.5 cents on or before 10 December 2012	5,000,000
Unlisted Employee Option Incentive Scheme options exercisable at 2.5 cents on or before 28 May 2013	5,000,000
Unlisted Consultant Option Incentive Scheme options exercisable at 2.5 cents on or before 3 July 2013	5,000,000
Unlisted Employee Option Incentive Scheme options exercisable at 2.5 cents on or before 7 December 2013	20,000,000
Unlisted Employee Option Incentive Scheme options exercisable at 2.5 cents on or before 18 August 2014	2,500,000
Listed Options (class DMNOA) exercisable at 1 cent on or before 06 May 2013	1,130,394,439
Attaching Options to be issued under Offer exercisable at 0.5 cents on or before 29 March 2013	2,316,250,000
Options to be issued to CPS Securities	30,000,000
Total options on issue at completion of the Offer	3,524,144,459

4.4 consolidated balance sheet

Set out below is a pro forma balance sheet of the Company after taking account of the Offer and the share placement completed by the Company on 5 August 2010. It is based on the unaudited balance sheet of the Company as at 30 June 2010. The pro forma balance sheet illustrates the effect of the Offer as if the issue of New Shares and Attaching Options under this Prospectus had occurred on 30 June 2010, based on the following assumptions:

- a) the Company issues 1,362,500,000 shares at \$0.008 per Share pursuant to this Prospectus, raising proceeds of approximately \$1,090,000;
- b) estimated costs of the Offer of \$90,000 have been recognised directly against Issued capital, as a reduction of the proceeds of the Offer; and
- c) the net cash adjustment to the pro forma statement of financial position is therefore an increase of \$1,000,000.

	30 Jun 2010 (unaudited) \$	05 Aug 2010 Share Placement \$	Offer Proceeds \$	30 June 2010 (Pro forma) \$
Current Assets				
Cash and cash equivalents	382,073	160,000	1,000,000	1,542,073
Trade and other receivables	9,209			9,209
Available for sale financial assets	13			13
Other current assets	6,310			6,310
Total Current Assets	397,605	160,000	1,000,000	1,557,605
Non-Current Assets				
Property, plant & equipment	154,645			154,645
Intangible assets	72,963			72,963
Total Non-Current Assets	227,608			227,608
Total Assets	625,213	160,000	1,000,000	1,785,213
Current Liabilities				
Trade and other payables	38,808			38,808
Provisions	7,777			7,777
Total Current Liabilities	46,585			46,585
Total Liabilities	46,585			46,585
Net Assets	578,628	160,000	1,000,000	1,738,628
Equity				
Issued capital	38,950,363	160,000	1,000,000	40,200,363
Accumulated losses	(38,902,471)			(38,902,471)
Reserves	530,736			530,736
Total Equity	578,628	160,000	1,000,000	1,738,628

SECTION 4: PURPOSES AND EFFECT OF THE OFFER (cont.)

4.5 costs of the offer

It is estimated that approximately \$90,000 will be payable by the Company in respect of legal and other professional fees, printing & postage costs, ASIC and ASX fees and other costs arising from this Prospectus and the Offer.

4.6 market price of Fully Paid Shares

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

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgment of this Prospectus with the ASIC and the respective dates of those sales were:

Lowest: 0.1 cents per fully paid Share most recently on 16 August 2010.

Highest: 0.2 cents per fully paid Share most recently on 2 July 2010.

The latest available closing sale price of the Company's Shares on ASX prior to the lodgment of this Prospectus with the ASIC was 0.1 cents per Share on 16 August 2010.

SECTION 5: RISKS

5.1 introduction

The New Shares and Attaching Options offered under this Prospectus are considered speculative, and involve investors being exposed to risk. The Directors strongly recommend potential applicants examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for New Shares and Attaching Options pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other 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 Company's Shares.

The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

5.2 specific risks

a) *key personnel*

The prospects of the Company depend in part on intellectual property, experience and business acumen of a small number of key personnel at this time. The loss of one or more key personnel without replacement by persons of similar skill may have an adverse effect on the business. To mitigate this risk, the Company has secured key personnel to service and consultancy agreements.

b) *regulatory risks*

The relevant government legislations and policies as well as their interpretation and administration can change from time to time. Such changes may affect some or all of the operations of the Company.

5.3 general risks

a) *share market conditions*

The price of Shares quoted for trading by the ASX is impacted by various international and domestic factors. As the Company is listed on ASX, its Share price is subject to these numerous influences that may reflect both the trends in the share market and the share prices of individual companies.

The factors which may create fluctuations in the share market include inflation, economic conditions, commodity prices, interest rates and exchange rates.

The Attaching Options to be issued carry no assurance about the Company's share price at the time that the holder may wish to exercise those options or immediately preceding the date those options expire.

b) *economic conditions*

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices and stock market processes. The Company's operations and share price can be affected by these factors, which are beyond the control of the Company and its Directors.

c) *competition*

There can be no assurance that the Company will be able to compete successfully against its current and future competitors. This may have an adverse effect on the financial performance and / or financial position of the Company.

SECTION 5: RISKS (cont.)

5.3 general risks (cont.)

d) *Intellectual Property*

The Company can not be assured that every person who gains or gained access to confidential information of the Company will maintain its confidentiality or that the Company will have an adequate remedy for breach of confidentiality agreements. If this event occurs, it may have an adverse effect on the financial performance and / or financial position of the Company.

e) *Government policy or legislation*

The Company may be adversely affected by changes in government policy or legislation. These changes may require the Company to hold more capital or incur other costs and these events may have an adverse effect on the financial performance and / or financial position of the Company.

f) *Global Security Environment*

Outbreak of hostilities or a material escalation of hostilities including declaration of war in major countries of the world or terrorist acts perpetrated on any major countries or any diplomatic, military, commercial or political establishment of any major countries anywhere in the world may affect the global economic and commercial environment and in turn affect the Company's future revenues, operating costs and share prices.

g) *liquidity*

There is no guarantee that at the time a holder of Shares or Options wishes to sell those securities that there will be a buyer willing to pay a price acceptable to the seller or at all.

h) *insurance*

The Company maintains insurance within the ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of the activities being conducted. The occurrence of an event not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

SECTION 6: ADDITIONAL INFORMATION

6.1 nature of the prospectus

This Prospectus is issued under section 713 of the Corporations Act which allows the issue of a Prospectus in relation to offers of securities where those securities are of a class which has been quoted for twelve months before the date of that Prospectus.

6.2 ASX listing

The Company participates in CHESS and will dispatch holding statements in lieu of share and option certificates that set out the number of New Shares and Attaching Options issued to each successful Applicant under this prospectus.

It is the responsibility of Applicants to determine their allocation before trading in the New Shares and Attaching Options. Applicants who sell New Shares and Attaching Options before they receive their statement do so at their own risk.

6.3 rights attaching to New Shares

The rights attaching to ownership of Shares (including New Shares) are:

- a) described in the Constitution; and
- b) regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the key provisions in the Constitution and the principal rights of shareholders as set out in the Constitution. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of shareholders.

a) *general meetings*

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

b) *voting rights*

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- ii) on a show of hands, every person present who is a Shareholder or a proxy or representative of a Shareholder has one vote in respect of each Share held by him; and
- iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

c) *dividend rights*

The Directors may from time to time declare a dividend to be paid to Shareholders entitled to the dividend. The dividend shall (subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all shares in accordance with the Corporations Act. The Directors may from time to time pay to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

SECTION 6: ADDITIONAL INFORMATION (cont.)

6.3 rights attaching to New Shares (cont.)

d) *winding-up*

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, shares classified by ASX as restricted securities and which are subject to escrow restrictions at the time of the commencement of the winding up shall rank in priority after all other shares.

e) *transfer of shares*

Generally, Shares in the Company are freely transferable. Subject to formal requirements, a transfer will be registered by the Company if it does not result in a contravention of or failure to observe the provisions of a law of Australia and the transfer does not breach the Corporations Act and the ASX Listing Rules.

f) *variation of rights*

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

6.4 rights attaching to Attaching Options

The rights attaching to Attaching Options are regulated by the Constitution, the Corporations Act, the Listing Rules and the general law.

The following is a summary of the key terms of the Attaching Options:

a) *exercise price*

The exercise price is 0.5 cents per Attaching Option.

b) *entitlement*

Each Attaching Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

c) *new option period*

The Attaching Options will expire at 5.00pm (WST) on 29 March 2013. Subject to clause (g), Attaching Options may be exercised at any time prior to the expiry date and Attaching Options not so exercised shall automatically expire on the expiry date.

d) *ranking of share allotted on exercise of new option*

Each Share allotted as a result of the exercise of any Attaching Option will rank in all respects *pari passu* with the existing Shares in the capital of the Company on issue at the date of allotment.

e) *voting*

A registered owner of an Attaching Option will not be entitled to attend or vote at any meeting of the members of the Company unless they are also a member of the Company.

SECTION 6: ADDITIONAL INFORMATION (cont.)

6.4 rights attaching to Attaching Options (cont.)

f) transfer of an Attaching Option

Attaching Options are transferable at any time prior to the expiry date.

g) method of exercise of an Attaching Option

- i) The Company will provide a notice that is to be completed when exercising the Attaching Options. Attaching Options may be exercised by completing the notice and forwarding the same to the Company Secretary to be received prior to the expiry date accompanied by payment in full for the relevant number of shares being subscribed for.
- ii) Within 14 days from the date of exercise of Attaching Options the Company shall issue that number of Shares in the capital of the Company subscribed for.
- iii) The Company will after issue and allotment of Shares pursuant to the exercise of an Attaching Option, apply to the ASX for official quotation of all such Shares, in accordance with the Corporations Act and the ASX Listing Rules.
- iv) The Company will generally comply with the requirements of the ASX Listing Rules in relation to the timetables imposed when quoted options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the options and the timetable outlined in the ASX Listing Rules, the timetable outlined in the ASX Listing Rules shall apply.

h) reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the Attaching Options will be reconstructed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

i) participation in share issues

There are no participating rights or entitlements inherent in the Attaching Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the options are exercised.

j) no change of new options' exercise price or number of underlying shares

There are no rights to change the exercise price of the Attaching Options or the number of underlying Shares if there is a bonus issue to holders of Shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Attaching Option exercise price shall be reduced according to the formula specified in the ASX Listing Rules.

6.5 alteration of constitution

The Constitution can only be amended by a special resolution (that is, a resolution that has been passed by at least three-quarters of the votes cast by shareholders entitled to vote on the resolution). While the Company is listed, at least 28 days written notice of the special resolution must be given.

SECTION 6: ADDITIONAL INFORMATION (cont.)

6.6 taxation implications

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

6.7 mandate agreement

Under an agreement dated 30 July 2010, CPS Securities has agreed to offer the New Shares to CPS Securities' clients on a best endeavours basis.

Upon completion, CPS Securities will receive a fee of 6.6% (inclusive of GST) on the total funds raised and 30,000,000 Options in the same class as the Attaching Options.

6.8 privacy act

If you complete an application for Shares and Attaching Options, you will be providing personal information to the Company. The Company collects, holds, and will use that information to assess your application, service your needs as a Shareholder and Option Holder, facilitate distribution payments and corporate communications to you as a Shareholder and Option Holder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company share registry.

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules.

6.9 continuous disclosure and documents incorporated in prospectus

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, as such, 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. The New Shares which will be issued pursuant to this Prospectus are of a class that has been quoted on the official list of ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a prospectus for "continuously quoted securities". In general terms prospectuses for "continuously quoted securities" are only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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 12 months before 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 repeated 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 report of the Company most recently lodged with the ASIC, being its 2009 Annual Financial Report;
 - ii) the half year financial report of the Company for the half year to 31 December 2009;
 - iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the 2009 Annual Financial Report 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; and
 - iv) any continuous disclosure notices given by the Company after lodgment of the annual financial report with the ASIC.

6.10 continuous disclosure and documents incorporated in prospectus (cont.)

Pursuant to section 712 of the Corporations Act the following documents that have been released to the ASX and lodged with ASIC are incorporated in this Prospectus:

date	title of announcement
12 August 2010	Trading Halt
5 August 2010	A\$160K Share Placement
30 July 2010	4th Quarter Cash Flow Report for the Period Ended 30 June 2010
30 July 2010	4th Quarter Activities Report for the Period Ended 30 June 2010
30 July 2010	Capital Raising
30 June 2010	Lapsing of Consultant Option Incentive Scheme Options
24 June 2010	Defamation Actions Discontinued
17 June 2010	Lapsing of Employee Option Incentive Scheme Options
22 March 2010	Company Update
29 April 2010	3rd Quarter Cash Flow Report for the Period Ended 31 March 2010
29 April 2010	3rd Quarter Activities Report for the Period Ended 31 March 2010
22 March 2010	Clarification of Previous Releases
19 March 2010	Results of Extraordinary General Meeting
18 March 2010	Board Restructure and Changes
9 March 2010	Reinstatement to Official Quotation
9 March 2010	Half Yearly Report for the Period Ended 31 December 2009
4 March 2010	General Meeting of Members - Update
1 March 2010	Statement re Half Year Report
1 March 2010	Suspension from Official Quotation
25 February 2010	DataMotion Wins Defamation Action
19 February 2010	General Meeting of Members
17 February 2010	Form 604 – Notice of Change of Interests of Substantial Holder
10 February 2010	Proxy Form for Extraordinary General Meeting
10 February 2010	Notice of Extraordinary General Meeting (2)
10 February 2010	Notice of Extraordinary General Meeting (1)
9 February 2010	Form 604 – Notice of Change of Interests of Substantial Holder

9 February 2010	Form 604 – Notice of Change of Interests of Substantial Holder
3 February 2010	Form 604 – Notice of Change of Interests of Substantial Holder
29 January 2010	2nd Quarter Cash Flow Report for the Period Ended 31 December 2009
29 January 2010	2nd Quarter Activities Report for the Period Ended 31 December 2009
28 January 2010	Resignation of Joint Company Secretary
27 January 2010	Form 604 – Notice of Change of Interests of Substantial Holder
20 January 2010	Request for EGM to Remove Directors
19 January 2010	AU\$120K Share Placement
5 January 2010	Appendix 3Y – Change of Director's Interest Notice
31 December 2009	Appendix 3Y – Change of Director's Interest Notice
16 December 2009	Form 604 – Notice of Change of Interests of Substantial Holder
14 December 2009	Appendix 3Y – Change of Director's Interest Notice
11 December 2009	Appendix 3B – Issue of Options to Underwriter
4 December 2009	Fully Underwritten Rights Issue Closes
4 December 2009	Appointment of Director
30 November 2009	Allegra Capital Appointed to Identify Acquisition Targets
30 November 2009	Trading Halt - Resolution
24 November 2009	Results of 2009 Annual General Meeting
23 November 2009	Request for Trading Halt
23 November 2009	Trading Halt
23 November 2009	Despatch of Fully Underwritten Rights Issue Prospectus
10 November 2009	Appendix 3Y – Change of Director's Interest Notice
30 October 2009	Change in Joint Company Secretary
29 October 2009	1st Quarter Cash Flow Report for the Period Ended 30 September 2009
28 October 2009	1st Quarter Activities Report for the Period Ended 30 September 2009
28 October 2009	Information Letter to Australian and New Zealand Shareholders
27 October 2009	Information Letter to Overseas Shareholders
27 October 2009	Information Letter to Unlisted Option Holders
27 October 2009	Information Letter to Listed Option Holders
27 October 2009	Fully Underwritten Rights Issue Prospectus
23 October 2009	Appendix 3B – Fully Underwritten Rights Issue
23 October 2009	Form 603 – Notice of Initial Substantial Holder
23 October 2009	Section 708A Notice
22 October 2009	Notice of 2009 Annual General Meeting
21 October 2009	Fully Underwritten Rights Issue
21 October 2009	2009 Annual Report
21 October 2009	AU\$209K Share Placement
16 October 2009	Appendix 3Y - Change of Director's Interest Notice
9 October 2009	Appendix 3Y - Change of Director's Interest Notice
1 October 2009	Full year statutory accounts for the year ended 30 June 2009

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

ASX maintains files containing publicly available information for all listed companies on its internet site (www.asx.com.au). The Company's announcements can be viewed at this site and also at the Company's website www.datamotion.asia.

SECTION 6: ADDITIONAL INFORMATION (cont.)

6.11 Directors' interests

No Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- i) the promotion or formation of the Company; or
- ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of Shares pursuant to this Prospectus; or
- iii) the offer of securities pursuant to this Prospectus, and

no amounts have been paid or agreed to be paid (in cash or securities or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company or offer of securities pursuant to this Prospectus.

The Directors' interests in securities of the Company at the date of this Prospectus are:

Director	Fully Paid Ordinary Shares	Listed Options (class DMNOA)	Unlisted Options
Michael Robson - relevant interest in Satus Texo Pty Ltd <Robson Family A/c>	4,000,000	Nil	Nil
Joshua Wellisch	Nil	Nil	Nil
Patrick Corr	Nil	Nil	Nil

6.12 payments or benefits to Directors

No one has paid or agreed to pay any amount or given or agreed to give any benefit to any Director to induce them to become, or qualify as, a Director or for services provided by a Director in connection with the promotion or formation of the Company or the Offer.

6.13 expenses of the Issue

The total expenses of the Issue, including broker, legal, accounting, tax, marketing and administrative fees as well as printing, advertising and other expenses relating to this Prospectus, are expected to be approximately \$90,000. These expenses will be borne by the Company.

6.14 interests and consents of experts and advisers

Except as set out below or elsewhere in this Prospectus, no person named in this prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus or has at any time during the last two years held, any interest in:

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

6.15 Directors' consent

Each Director of DataMotion Asia Pacific Limited has given, and not withdrawn, their consent to the lodgment of this Prospectus with ASIC.

Signed on behalf of the Directors pursuant to a resolution of the Board.

Joshua Wellisch
Non-Executive Chairman
DataMotion Asia Pacific Limited

SECTION 7: GLOSSARY

Application Form means the application form distributed with this Prospectus.

Attaching Options means the Options offered pursuant to this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange as appropriate.

ASX Listing Rules means the Listing Rules of the ASX.

ASTC Settlement Rules means the ASTC Settlement Rules issued by the ASX Settlement and Transfer Corporation Pty Limited.

AWST means Australian Western Standard Time.

Business Day means a day on which trading takes place on the stock market of ASX.

CHESS means ASX Clearing House Electronic Sub-registry System.

Closing Date means 5.00pm (WST) 27 September 2010 (unless extended).

Company means DataMotion Asia Pacific Limited (ABN 44 009 148 529).

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the Corporations Act 2001 (Commonwealth).

CPS means Cunningham Peterson Sharbanee Securities Pty Ltd.

Data-inCrypt[®] means Data-inCrypt[®] Pty Ltd, the Company's wholly owned subsidiary;

Director means a director of the Company at the date of this Prospectus.

DMN is the Company's ASX code.

Dollar or **\$** means Australian dollars.

New Shares means the Shares offered pursuant to this Prospectus.

Offer means the offer of New Shares and Attaching Options referred to in this Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Opening Date means the date on which the Offer opens.

Option means an option to subscribe for a Share.

Option Holders means person who hold Options as at the date of the Prospectus.

Prospectus means this Prospectus.

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

Shareholders mean shareholders of the Company.

SYNERGY Australia or **Synergy Business Solutions Australia** means Synergy Business Solutions Australia Pty Ltd, the Company's wholly owned subsidiary.