

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

VMOTO LIMITED

ABN

36 098 455 460

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Fully Paid Ordinary Shares<br>Listed Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Up to 317,669,332 Fully Paid Ordinary Shares (330,040,095 Fully Paid Ordinary Shares if all existing Options are exercised prior to the Record Date)<br>Up to 317,669,332 Listed Options (330,040,095 Listed Options if all existing Options are exercised prior to the Record Date) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares – terms of the Ordinary Shares are summarised in Section 4.4 of the Prospectus<br>Listed Options exercisable at 4 cents each on or before 31 December 2014 – terms of the Listed Options are summarised in Section 4.5 of the Prospectus                  |

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Fully Paid Ordinary Shares: Yes</p> <p>Listed Options: No. The Listed Options are a new class of options.</p> <p>Options over unissued shares may only be exercised in accordance with their terms and conditions. Upon conversion of the options to shares, the shares will rank equally with existing shares.</p>						
<p>5 Issue price or consideration</p>	<p>\$0.012 per Share with free attaching Listed Option.</p>						
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pro-rata non-renounceable Rights Issue to raise up to approximately \$3,812,032 (before costs) to be applied, with existing funds and after meeting all expenses of the Rights Issue, towards expansion of product range, implementing improved quality control measures, marketing and improving after sales service, the Company's Stage 2 manufacturing facility in Nanjing, China, including purchasing electrical fixed assets, and general working capital.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>22 May 2012</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="702 1467 1005 1512">Number</th> <th data-bbox="1005 1467 1375 1512">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="702 1512 1005 1601">Up to 953,007,997</td> <td data-bbox="1005 1512 1375 1601">Fully paid ordinary shares.</td> </tr> <tr> <td data-bbox="702 1601 1005 1718">Up to 317,669,332</td> <td data-bbox="1005 1601 1375 1718">Options exercisable at 4 cents each on or before 31 December 2014.</td> </tr> </tbody> </table>	Number	+Class	Up to 953,007,997	Fully paid ordinary shares.	Up to 317,669,332	Options exercisable at 4 cents each on or before 31 December 2014.
Number	+Class						
Up to 953,007,997	Fully paid ordinary shares.						
Up to 317,669,332	Options exercisable at 4 cents each on or before 31 December 2014.						

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		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,000,000	Class B Options exercisable at 15 cents each on or before 30 June 2012.
		9,000,000	Class C Options exercisable at 20 cents each on or before 30 September 2012.
		3,241,527	Class D Options exercisable at 9 cents each on or before 14 July 2013.
		2,000,000	Class E Options exercisable at 10 cents each on or before 3 July 2012.
		8,500,000	ESOP Options exercisable at 2.5 cents on or before 1 September 2014.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-Renounceable
13	Ratio in which the +securities will be offered	One Fully Paid Ordinary Share and one free attaching Listed Option for every two ordinary Fully Paid Ordinary Shares held at Record Date.
14	+Class of +securities to which the offer relates	Fully Paid Ordinary Shares Listed Options exercisable at \$0.04 on or before 31 December 2014.
15	+Record date to determine entitlements	26 April 2012

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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounded down
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Singapore United Kingdom, China, Hong Kong, Switzerland, Malaysia, United Arab Emirates, Spain, Fiji, Lebanon, Mauritius, Peoples Republic of Korea, Vanuatu.
19	Closing date for receipt of acceptances or renunciations	14 May 2012
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	Not Applicable
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	20 April 2012
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	5 April 2012

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<sup>+</sup> See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	22 May 2012

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### ***Questions 35 to 42 - Not Applicable***

#### **Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
 

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that

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no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:   
Company Secretary

Date: 5 April 2012

Print name: **Shannon Coates**

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