

CONNEXION

Connexion Media Limited
ABN 68 004 240 313

Prospectus

For the issue of 30,000,000 shares at an issue price of \$0.20 each to raise up to \$6,000,000 on a post-Consolidation basis

LEAD MANAGER



The Offer is conditional upon the Conditions of the Offer outlined in Section 1.3 being satisfied. In the event that the Conditions of the Offer are not satisfied the Company will not proceed with the Offer and the Company will repay all application monies received.

IMPORTANT NOTICE

The Shares offered by this Prospectus should be considered a speculative investment and potential investors should refer to Section 4 for further details concerning the risk factors. This document is important. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser. Neither Connexion nor any other person guarantees the performance of the Shares offered pursuant to this Prospectus, or the performance of Connexion, or the return of any investment.

Important Information

Historically, the Company's main activity had intended to be the rollout of an enhanced security monitoring system and access control system as part of the National Alarm Response System being established in China. As announced to the ASX on 24 February 2014, the Company has entered into a sale agreement pursuant to which it has agreed, subject to Shareholder approval and other conditions, to acquire 100% of the issued shares of Miroamer Pty Ltd (ACN 129 707 026) (**Miroamer**). Miroamer is the owner of certain intellectual property and software systems which facilitate internet radio capability with a focus on consumer vehicles. Accordingly, the acquisition of Miroamer will result in a significant change in the nature and scale of the Company's activities which requires approval of its Shareholders under Chapter 11 of the ASX Listing Rules. Such approval was sought and obtained by the Company at the General Meeting held on 22 April 2014. The Company's securities have been suspended from trading on ASX since 3 August 2012 and will not be reinstated until satisfaction of the conditions to the Offer and ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements of ASX for re-quotations on the ASX. In the event the conditions to the Offer are not satisfied or the Company does not receive conditional approval for re-quotations on ASX then the Company will not proceed with the Offer and will repay all application monies received.

This Prospectus is dated 28 April 2014 and was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

The Company will apply for admission of the Shares to quotation on ASX within 7 days after the date of this Prospectus.

It is important that you carefully read this Prospectus in its entirety before deciding to invest in the Company and, in particular, in considering the prospects for the Company,

that you consider the assumptions underlying the prospective information and the risk factors that could affect the performance of the Company. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

This Prospectus contains forward-looking statements which are identified by words such as "believes", "estimates", "expects", "intends", "may", "will", "would", "could" or "should" and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risk factors are highlighted in the investment overview. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

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

This Prospectus does not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to do so. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and any person into whose possession this Prospectus comes

(including nominees, trustees or custodians) should seek advice on and observe those restrictions. The shares have not been, and will not be, registered under the *US Securities Act 1933* (as amended) and may not be offered or sold in the United States or to, or for the account of or benefit of, US persons. Accordingly neither this Prospectus nor the Application Form may be sent to investors in the United States or otherwise distributed in the United States.

This Prospectus may be viewed at the Company's website at www.connexionmedia.com.au.

If you view an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact enquiries@connexionmedia.com.au.

If you apply for Shares, you will provide personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration.

Corporate and tax laws require some personal information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

Unless stated otherwise, all references to securities of the Company as set out in this Prospectus are on the basis that the 1:100 Consolidation (for which approval was sought and obtained at the General Meeting) has been finalised.

Throughout this document references to 'the Company', 'Connexion Media Limited', or 'Connexion' will be made on the basis that the Proposed Transaction is complete and the Company has satisfied the requirements of Chapters 1 and 2 of the ASX Listing Rules.

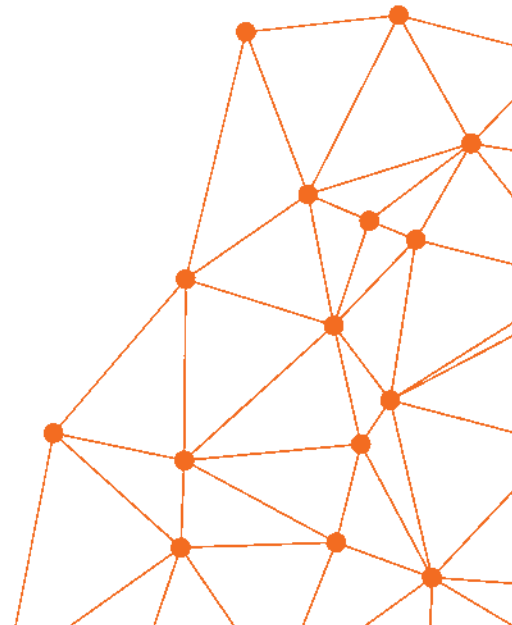
Defined terms and abbreviations used in this Prospectus are explained in the Glossary of terms (refer to section 9).

All amounts are in Australian dollars unless otherwise specified.

All references to time are to Australian Eastern Standard Time (EST).

Table of Contents

	Investment Highlights	2
	Chairman's Letter	6
1	Details of the Offer	7
2	Company and Business Overview	14
3	Board and Corporate Governance	21
4	Risk Factors	30
5	Historical and Pro-forma Financial Information	34
6	Investigating Accountant's Report	40
7	Material Contracts	45
8	Additional Information	50
9	Glossary	55
10	Application Form	58



Investment Highlights

On 24 February 2014 the Company announced it had executed a Share Sale Agreement to acquire all of the share capital of Miroamer Pty Ltd in consideration for the issue of Shares in the Company to Mi Media Holdings Limited, as vendor. Further details of the transaction are set out in Section 2.4 and the key terms of the Material Contracts are set out in Section 7.

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in Shares.

Who is making the offer?	<p>Connexion Media Limited was incorporated on 26 June 1945 and is a public company listed on the ASX.</p> <p>The Company is proposing to acquire 100% of the issued shares in Miroamer Pty Ltd (ACN 129 707 026).</p> <p>The acquisition of Miroamer will result in a significant change in the nature and scale of the Company's activities. This requires the approval of Shareholders under Chapter 11 of the ASX Listing Rules, which was obtained at a meeting held on 22 April 2014 and the ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules.</p>	Further information regarding the Company and the acquisition of Miroamer is set out in Section 2 of this Prospectus.
What is the Company's business?	<p>The Company is seeking to change the nature of its business to technology development, with a focus on in-vehicle infotainment services and vehicle data analytics services.</p> <p>This change in business activities will commence with the acquisition of Miroamer.</p>	Further information regarding the Company's business is set out in Section 2 of this Prospectus.
How will the Company make money?	<p>Miroamer's maiden in-vehicle infotainment service is a global digital radio application that allows users to listen to AM/FM radio stations from anywhere in the world.</p> <p>This application has been designed to integrate directly with in-car systems and via a smartphone.</p> <p>General Motors (GM) have designed their own application framework for their vehicles to integrate directly with the in-car system. Miroamer is an application development partner of GM and has been working closely with GM to include Miroamer's global digital radio application in its application framework.</p> <p>If Miroamer's application is approved by GM and certified for distribution in its application framework, any revenue received by Miroamer will be shared with GM.</p> <p>To date, Miroamer has not generated any significant revenue from its operations predominately because its application is yet to be certified and distributed via in-car systems.</p> <p>Once its application is certified and distributed (in respect of GM this is expected to be in late 2014 or early 2015), the Company will not make money from use of its application. Instead it is intended that the Company will make money through:</p> <ul style="list-style-type: none"> • pre-roll audio advertising commercials; • the on-sale of anonymous data collected from customer vehicles to interested parties for targeted advertising purposes; • audio commercial sponsorship campaigns; and • banner advertising on web services and smartphone applications. 	Further information regarding the Company's business model is set out in Section 2 of this Prospectus.

How will the Company make money? continued	<p>The Company does not expect to be in a position to receive these types of revenues until its application audience size is sufficiently large enough to be attractive for advertising purposes. This is anticipated by the Company to be approximately 6 months after first launch of the application in in-car systems.</p>	Further information regarding the Company's business model is set out in Section 2 of this Prospectus.
What are the key dependencies affecting the Company?	<p>The success of the Company will be subject to the following key dependencies:</p> <ul style="list-style-type: none"> • the Company's applications being approved and certified by automotive producers, in particular GM, for distribution via App platforms; • sufficient consumer uptake of its applications to generate sufficient data for on-sale to third parties for advertising and analytic purposes; • the third party services and open source software that are used by the Company continuing to be available on reasonable commercial terms; and • the Company's key personnel (or suitable replacements) being retained to develop the Company's technology, and established and new customer relationships. 	Further information is set out in section 2.10 of this Prospectus.
What are the key benefits associated with the Company's business?	<p>The Company is seeking to specialise in the development of in-vehicle infotainment services and vehicle data analytics services because of the focus of automotive manufacturers on making their vehicles web-connected. This is expected to enable the Company to access vehicle manufacturer's captive market of consumers.</p> <p>Whilst there are relatively low barriers to entry in the general application development market, in the Company's experience, applications tailored for the automotive sector have very long lead times before commercialisation and therefore in the opinion of Directors the barriers to entry are higher. Miroamer's current technology has been in development since 2008 and the Company considers that it is well positioned to capitalise on the introduction of web-connected vehicles.</p>	Further information regarding the Company's business model and target markets is set out in Section 2 of this Prospectus.
What are the key risks associated with the Company's business, the Shares and the Offer?	<p>Potential investors should be aware that subscribing for Shares the subject of this Prospectus involves a number of risks and an investment in the Company is speculative. Risk factors include the following:</p> <ul style="list-style-type: none"> • There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX, which would result in investors' funds being returned and the Proposed Transaction not taking place. • There is a risk that the Company's applications will not be approved and certified for distribution by GM or other automotive manufacturers and/or the Company will be required to make costly modifications to its applications in order to obtain the required certifications and approvals. The eventuation of any of these risks will negatively affect the Company's financial position. • There is a risk that, as marketable technologies continue to develop in the IT industry, there may be certain information technology and product developments that supersede, and render obsolete, the existing and future product offerings of Miroamer, which would negatively affect the Company's financial position. • The internet radio streaming market is strongly contested by a number of well-respected organisations. There is the risk that Miroamer will be unable to compete in this landscape. Miroamer's performance may be affected by the level of competition in the regions in which it operates, which may result in general price reductions, reduced operating margins and a loss of market share. 	Potential investors are urged to consider the risk factors of the Company set out in Section 4 of this Prospectus and consult their professional advisers before deciding to apply for Shares pursuant to this Prospectus.

<p>What are the key risks associated with the Company's business, the Shares and the Offer? continued</p>	<ul style="list-style-type: none"> • The Company considers that the automotive infotainment market is integral to its success. However, growth in this market may be slower than expected. • Between 50% and 70% of the Shares of the Company (depending on the level of subscription under the Offer) will be held in escrow for between 12 and 24 months and trading in Shares may be less liquid during this period. 	<p>Potential investors are urged to consider the risk factors of the Company set out in Section 4 of this Prospectus and consult their professional advisers before deciding to apply for Shares pursuant to this Prospectus.</p>
<p>What key financial information do investors need to know?</p>	<p>On 11 June 2013, the Administrator was appointed as administrator of the Company and the securities of the Company were suspended from official quotation on 3 August 2012.</p> <p>At a meeting of the Company's creditors on 10 September 2013, the creditors resolved that the Company enter into a Deed of Company Arrangement put forward by Mi Media Holdings Limited which was executed on 19 September 2013 by the Company and the Administrator.</p> <p>The DOCA was fully effectuated on 22 February 2014 and the claims of creditors were fully satisfied. The only remaining financial liability for the Company was a secured loan totalling \$320,817 (as at 31 December 2013), repayable on or before February 2015 as per the terms of the DOCA. It is proposed that this secured loan will be repaid out of the funds raised pursuant to the Offer.</p> <p>As a result of the administration and the Proposed Transaction, it is not possible to evaluate the Company's future prospects based on past performance. The Directors are confident that the Company's past performance should not impact on the future opportunities of the Company.</p> <p>The Board considers that the capital being raised under this Prospectus will enable the Company to continue the current operations of Miroamer which are being acquired by the Company.</p>	<p>Financial information relating to the Company and Miroamer is set out in Section 5 and the Investigating Accountant's Report is set out in Section 6 of this Prospectus.</p>
<p>Who will benefit from the Offer?</p>	<p>The Offer is being made to acquire Miroamer and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities as a result of the acquisition of Miroamer.</p> <p>Mi Media Holdings Limited, as vendor of the entire issued share capital of Miroamer, will benefit from the Offer, as the Proposed Transaction is conditional on the Company obtaining conditional approval for the re-quotation of its Shares on ASX. Proposed Director, Mr George Parthimos, is a substantial shareholder of Mi Media Holdings Limited and will therefore also benefit from the Offer.</p> <p>Perpetual Consulting Group Pty Ltd, of which Directors Mr George Karafotias and Mr Eric Jiang are directors and shareholders, will provide promotional services to the Company in respect of the Offer and will therefore also benefit from the Offer.</p>	<p>Further details regarding the Proposed Transaction are set out in Section 2.4 of this Prospectus.</p>

What is the Offer?	<p>The Offer is for up to 30,000,000 new fully paid ordinary shares in the capital of the Company to raise up to \$6,000,000.</p> <p>The minimum subscription for the Offer is 15,000,000 new fully paid ordinary shares in the capital of the Company to raise \$3,000,000. No shares will be issued pursuant to the Offer until this minimum subscription amount is raised.</p>	See Section 1 of this Prospectus for further details of the Offer.
What is the effect of the Offer?	The effect of the Offer on the capital structure of the Company is depicted in the table in Section 1.10 of this Prospectus.	
What are the key dates of the Offer?	The key dates of the Offer are detailed in the indicative timetable in Section 1.4 of this Prospectus.	
How will the Company use the proceeds from the Offer?	The proceeds from the Offer (after the deduction of expenses) will be predominately used for further technology commercialisation with a focus on Miroamer's GM-tailored in-vehicle infotainment application.	Further details regarding the use of the proceeds from the Offer are set out in Section 1.9 of this Prospectus.



South Melbourne FC Major Sponsors (2008-2010).

Chairman's Letter

DEAR INVESTOR,

On behalf of my fellow Directors, I am pleased to present this opportunity for you to invest in Connexion Media Limited (**Company**).

The Company is proposing to acquire Miroamer Pty Ltd from Mi Media Holdings Ltd in a scrip only acquisition.

The Company's immediate objective will be to capitalise on the existing and potential future growth in global demand for web-connected vehicles with a specific focus on two connected vehicle market segments:

- > Infotainment – of which Miroamer's digital media content aggregation and distribution App, known as "miRoamer" is the first product developed and about to be launched; and
- > Vehicle data – data analytics services via information obtained through the use of the Company's Apps.

The Company is offering 30,000,000 Shares at an issue price of \$0.20 per Share to the general investing public, and is seeking to raise up to \$6,000,000, with a minimum subscription of \$3,000,000.

If you are intending to participate in the Offer, you are encouraged to read this Prospectus carefully and in full. Please note an investment in the Company carries with it both Company-specific risks and general risks that are outlined in Section 4 of this Prospectus. If you are in any doubt whether to invest in the Company, you are encouraged to seek professional advice.

Myself and the Directors are excited by the variety of opportunities which will flow from the restructured Company. On behalf of the Board of Connexion, I commend the Offer to you and look forward to welcoming you as a shareholder in Connexion.

Yours faithfully,



George Karafotias
(Current) Executive Chairman



01 Details of the Offer



1 Details of the Offer

1.1 SHARES OFFERED FOR SUBSCRIPTION

This Prospectus invites investors to apply for a total of 30,000,000 Shares at an issue price of \$0.20 cents per Share to raise up to \$6,000,000 before expenses of the Offer.

All Shares offered by this Prospectus will rank equally with the existing Shares on issue.

All application monies are payable in full on Application.

The Offer is not underwritten.

1.2 MINIMUM SUBSCRIPTION

The minimum subscription for the issue is \$3,000,000. No Shares will be issued under this Prospectus until the minimum subscription has been reached nor may Shares be issued which exceed 30,000,000 as contemplated by this Prospectus.

If the minimum subscription has not been raised within 4 months after the date of this Prospectus, the Company will either repay the application monies to Applicants or issue a supplementary or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their application monies.

1.3 CONDITIONS OF THE OFFER

The Offer is conditional upon the Company obtaining all necessary regulatory and shareholder approvals required to complete the Proposed Transaction, Consolidation and Capital Raising (as set out in the Resolutions in the Notice for the General Meeting):

(a) the Company receiving in principle approval from the ASX for the re-admission of the Company's Shares to the Official List of ASX on conditions reasonably acceptance to the Company; and

(b) completion of the Proposed Transaction pursuant to the Share Sale Agreement,

(together, the **Conditions of the Offer**).

There is a risk that the Conditions of the Offer will not be achieved. In the event the Conditions of the Offer are not achieved the Company will not proceed with the Offer and will repay all application monies received.

1.4 INDICATIVE TIMETABLE

Lodgement of prospectus with ASIC	28 April 2014
Opening Date	28 April 2014
Closing Date	28 May 2014
Completion of the Proposed Transaction	4 June 2014
Despatch of holding statements	9 June 2014
Expected date for listing on ASX	12 June 2014

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, investors are encouraged to submit their applications as early as possible.

1.5 HOW TO APPLY

You should carefully read this Prospectus and instructions accompanying it before subscribing. If you wish to participate in the Offer, you should complete the Application Form.

Applications under the Offer must be for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$200). Applications to subscribe for Shares under the Offer will only be accepted on the Application Form.

All applications must be completed in accordance with the detailed instructions on how they are to be completed and be accompanied by a cheque in Australian dollars made payable to "Connexion Media Limited" and crossed "Not Negotiable".

No brokerage or stamp duty is payable by Applicants.

The amount payable on application will not vary during the period of the Offer and no further amount is payable on or after allotment in respect of the Shares.

Completed Application Forms and accompanying cheques must be received by the Closing Date at:

By Hand:

Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000

By Post:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

1.6 ENQUIRIES IN RELATION TO THE OFFER

This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser. Additional copies of the Prospectus or further advice on how to complete the Application Form can be obtained by contacting or visiting:

Perpetual Consulting Group Pty Limited
Level 11, 499 St Kilda Road
Melbourne VIC 3004

Fax: 03 9866 5859
Phone: 03 9866 7889

1.7 RE-COMPLIANCE WITH CHAPTERS 1 AND 2 OF THE ASX LISTING RULES

The Company's Shares have been suspended from quotation on the ASX since 3 August 2012. The Company's Shares will not be reinstated to Quotation until the ASX approves the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules. Re-compliance with these chapters involves, amongst other things, the following:

- (a) issuing a prospectus;
- (b) meeting the spread requirements, that is either:
 - (i) 400 holders each having a parcel of Shares with a value of at least \$2,000 (excluding restricted securities);
 - (ii) 350 holders each having a parcel of Shares with value of at least \$2,000 (excluding restricted securities) and non-related parties holding at least 25% of the total number of Shares; or
 - (iii) 300 holders each having a parcel of Shares with value of at least \$2,000 (excluding restricted securities) and non-related parties holding at least 50% of the total number of Shares;
- (c) meeting ASX's profit test or assets test; and
- (d) having the entity's quoted securities issued or sold for at least 20 cents in cash.

In the event that the Company does not receive conditional approval for re-quotation on the ASX, it will not proceed with the Offer and will repay all application monies received. Should this occur, then the change to the nature and scale of the Company's activities will not eventuate and the Company's securities may remain suspended from quotation on the ASX.

1.8 PURPOSE OF THE OFFER

The purpose of the Offer is to acquire Miroamer Pty Ltd, to meet the requirements of the ASX and re-comply with Chapters 1 and 2 of the ASX Listing Rules and to provide additional funds for:

- (a) technology commercialisation;
- (b) marketing and promotion; and
- (c) working capital.

1.9 USE OF FUNDS

Following the Offer it is anticipated that the following funds will be available to the Company:

	ASSUMING MINIMUM SUBSCRIPTION IS RAISED (\$3M)	ASSUMING THE OFFER IS FULLY SUBSCRIBED (\$6M)
Current cash (estimate as at the date of this Prospectus)	\$20,000	\$20,000
Funds raised from this Prospectus	\$3,000,000	\$6,000,000
Less offer expenses (estimate)	\$380,000	\$560,000
Total Funds	\$2,640,000	\$5,460,000

The Company proposes to fund its intended activities for the 24 month period following completion of the Offer as outlined in the table below.

USE OF FUNDS	ASSUMING MINIMUM SUBSCRIPTION IS RAISED (\$3M)	ASSUMING THE OFFER IS FULLY SUBSCRIBED (\$6M)
Marketing & Promotion (a)	\$150,000	\$625,000
Technology Commercialisation (b)	\$200,000	\$550,000
The Company's GM customised App (c)	\$200,000	\$350,000
Data Analytics Service	\$100,000	\$550,000
Advertising and Demographic Engine	\$150,000	\$400,000
Research & Development (d)	\$105,000	\$510,000
Administration and Employee Expenses (e)	\$1,100,000	\$1,300,000
Contractor Expenses	\$100,000	\$650,000
Repayment of Loans (f)	\$525,000	\$525,000
Total use of Funds	\$2,640,000	\$5,460,000

Notes:

- (a) Includes rebranding expenses as a result of the recent change of company name and the acquisition of Miroamer Pty Ltd.
- (b) This includes updating the iOS and Android mobile Apps and rebuilding the Company's web portal.
- (c) These funds will be predominately used to obtain relevant approvals and certifications for roll-out of the Company's GM customised App in GM vehicles.
- (d) This includes funds required to migrate the Company's infrastructure into the cloud – the Company plans to migrate its existing hosted server-based infrastructure to an Amazon Web Services cloud solution. All content will be accessible via the miRoamer application programming interface by all different platforms (mobile, tablets, web, desktop).
- (e) These expenses include setting up a new head office and potentially satellite offices overseas.
- (f) Details of the loans to be repaid are set out in Section 2.11 of this Prospectus.

The table in Section 1.9 is a statement of current intentions as at the date of lodgement of this Prospectus with ASIC. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

Based on the above, following completion of the Offer, the Directors are of the opinion that the Company will have sufficient working capital to carry out its objectives.

1.10 CAPITAL STRUCTURE

The capital structure of the Company is set out below assuming the minimum and maximum levels of subscription for the Offer.

	ASSUMING MINIMUM SUBSCRIPTION IS RAISED (\$3M)	ASSUMING THE OFFER IS FULLY SUBSCRIBED (\$6M)
Shares currently on issue	1,020,536,387	1,020,536,387
Following the Consolidation	10,205,364*	10,205,364*
Shares to be issued to MMH for the acquisition of Miroamer Pty Ltd	45,000,000	45,000,000
Shares to be issued to the Promoter	7,500,000	7,500,000
Shares to be issued pursuant to this Offer	15,000,000	30,000,000
Shares to be issued to a related entity of Mr Brendan Fogarty as per the terms of the engagement of the Lead Manager	500,000	500,000
Total Shares on issue at the Re-Compliance Date	78,205,364*	93,205,364*

* subject to rounding

1.11 SUBSTANTIAL HOLDERS

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Proposed Transaction and the Offer are set out in the respective tables below.

As at the date of this Prospectus (on a post Consolidation basis)

SHAREHOLDER	SHARES	PERCENTAGE
Mi Media Holdings Pty Ltd	3,800,000	37.22%

Following completion of Proposed Transaction and the Offer (assuming minimum subscription of \$3m)

SHAREHOLDER	SHARES	PERCENTAGE
Mi Media Holdings Pty Ltd	48,800,000	62.40%
Perpetual Consulting Pty Ltd	7,500,000	9.59%

Following completion of the Proposed Transaction and the Offer (assuming the Offer is fully subscribed at \$6m)

SHAREHOLDER	SHARES	PERCENTAGE
Mi Media Holdings Pty Ltd	48,800,000	52.36%
Perpetual Consulting Pty Ltd	7,500,000	8.05%

The Company will announce to the ASX details of its top-20 Shareholders (following completion of the Offer) prior to the Shares re-commencing trading on ASX.

1.12 ESCROW PROVISIONS

Securities on issue as at the date of this Prospectus may be subject to the restricted securities provisions of the Listing Rules. Accordingly, a proportion of such securities may be required to be held in escrow for up to 24 months. Holders of restricted securities will be prohibited for the relevant restriction period from disposing or agreeing to dispose of the restricted securities, granting or agreeing to grant a security interest over the restricted securities or doing or omitting to do an act which would have the effect of transferring effective ownership or control of the restricted securities.

ASX has indicated that certain proposed security holders will be required to enter into agreements which restrict dealings in securities held by them, including MMH and Perpetual. Agreements in respect of all such restricted securities will be entered into in accordance with the Listing Rules and as required by ASX.

1.13 ALLOTMENT AND ALLOCATION OF SHARES

Subject to ASX granting conditional approval for the Company to be admitted to the Official List, the allotment of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date. Prior to allotment, all application monies shall be held by the Company on trust. The Company, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the application monies.

The Directors reserve the right to allot Shares in full for any application or to allot any lesser number or to decline any application. Where the number of Shares allotted is less than the number applied for, or where no allotment is made, the surplus application monies will be returned by cheque to the applicant within 7 days of the allotment date.

1.14 ASX LISTING AND QUOTATION OF SHARES

Within 7 days after the date of this Prospectus, the Company will apply to ASX for admission to the Official List and for the Shares, including those offered by this Prospectus, to be granted Quotation (apart from any Shares that may be designated by ASX as restricted securities).

If approval for Quotation is not granted within 3 months after the date of this Prospectus, the Company will not allot or issue any Shares, and will repay all application monies without interest as soon as practicable.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may admit the Company to its Official List is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

1.15 CHESS

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

Under CHESS, the Company will not issue certificates to investors. Instead, Shareholders will receive a statement of their holding in the Company. If an investor is broker sponsored, ASXS will send a CHESS statement.

1.16 APPLICANTS OUTSIDE AUSTRALIA

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted Shares.

No action has been taken to register or qualify the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia.

1.17 LEAD MANAGER

The Company has engaged Phillip Capital Limited to act as lead manager in respect of the Offer.

Philip Capital is to receive fees under the terms of its engagement amounting to 6% of the value of the amount raised pursuant to the Offer. In addition, Mr Brendan Fogarty (Senior Private Wealth Adviser), or a related entity, will receive 500,000 Shares.

A summary of Philip Capital's mandate is set out in Section 7.3 of this Prospectus.

1.18 DIVIDENDS

The Directors do not envisage that the Company will be in a position to declare dividends for the foreseeable future. No guarantee can be given that dividends will be paid, or if paid the amount of any dividends that would be paid would be franked.

1.19 RISKS

An investment in the Company is speculative in nature. Risks associated with investments in technology development companies such as the Company are generally considered high.

Investors are directed to Section 4 which sets out a summary of certain key risks associated with making an investment in the Company. Before submitting their Application Form, potential investors should read this Prospectus, in its entirety, and consult their professional advisers if they require further information associated with investing in the Company.

1.20 PRIVACY DISCLOSURE

The Company collects information (including personal information) in relation to each Applicant as provided on an Application Form (Information) for the purposes of processing the Application Form and, should the Application be successful, to administer the Applicant's security holding in the Company, facilitate distribution payments and corporate communications to you as a Shareholder (**Purposes**).

By submitting an Application Form, each Applicant agrees that the Company may use the Information for the Purposes and the Company may disclose the Information for the Purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, and to ASX, ASIC and other regulatory authorities.

The Information may also be used and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, licensed securities dealers, mail houses, and regulatory bodies including the Australian Taxation Office.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share 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* (Cth), the Corporations Act and rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your Application.



02 Company and Business Overview



2 Company and Business Overview

2.1 COMPANY HISTORY

Connexion Media Limited (formerly ECSI Limited) was incorporated on 26 June 1945 and is a public company that has been listed on the ASX since 1 January 1974.

Most recently, the Company's principal activity was intended to be the implementation of an enhanced security monitoring system and access control system as part of the National Alarm Response System in China. However, this did not eventuate and the Directors looked to acquire a suitable alternative business.

On 13 April 2011, the Company announced it had signed a term sheet regarding the acquisition of interests in certain uranium tenements in Africa (**African Transaction**). A further announcement was made on 27 January 2012 announcing the proposed acquisition of certain Hungarian coal permits (**Hungary Transaction**). On 15 August 2012, the shareholders of the Company approved the African Transaction and the Hungary Transaction.

On 28 December 2012, an announcement was made by the Company that it had decided not to proceed with either the Hungary Transaction or the African Transaction. The decision not to proceed with the Hungary Transaction and the African Transaction was considered by the Directors to be in the best interests of the Shareholders.

On 28 December 2012, the Company announced that it had entered into an agreement regarding the acquisitions of 100% of the issued shares in Miroamer Pty Ltd in exchange for the issue of 1,930,000,000 Shares in Connexion at a value of \$0.005 per Share (being a total value of \$9,650,000), subject to Shareholder approval.

On 26 February 2013, a further announcement was made by the Company to confirm that the Proposed Transaction was progressing forward and that an independent expert had been appointed to prepare an independent expert's report to accompany the notice of meeting for shareholder approval.

There were several delays and extensive costs associated with conducting due diligence on Miroamer (including commercial and legal due diligence).

Ultimately, the Directors considered that it was likely that the Company may not be able to meet all material commitments before the proposed transaction was completed, accordingly the Directors resolved to place the Company into voluntary administration on 11 June 2013.

2.2 RECENT ADMINISTRATION

On 11 June 2013, the Administrator was appointed as the administrator of the Company pursuant to section 436A of the Corporations Act.

At a meeting of the Company's creditors on 10 September 2013, it was resolved that the Company execute a deed of company arrangement (**DOCA**). The DOCA was entered into on 19 September 2013 by the Company and the Administrator (with the Administrator becoming the administrator of the DOCA) and was conditional on:

- (a) the issue of Shares to convertible loan holders to enable all of the Company's liabilities to convertible loan holders to be extinguished, subject to Shareholder approval;
- (b) the issue of Shares to MMH to raise \$200,000 for future use by the Company, subject to Shareholder approval;
- (c) the acquisition of Shares by MMH from a shareholder, subject to Shareholder approval; and
- (d) the extension of the repayment of a previously provided secured working capital loan and the waiver of any and all of the lender's rights in respect of any current default by the Company under the terms of the loan.

The conditions of the DOCA were satisfied and the DOCA was fully effectuated on 22 February 2014. The Company is no longer subject to external administration.

2.3 CHANGE IN NATURE AND SCALE OF ACTIVITIES

Following termination of the DOCA, the Directors considered that it was in the best interest of the Company to continue to proceed with the acquisition of 100% of the shares in Miroamer. As the acquisition of Miroamer involves scrip consideration and will change the nature and scale of the Company's activities, a Notice of General Meeting to convene a meeting of Shareholders where the Shareholders were to consider and, if thought appropriate, pass resolutions in respect of the following matters:

- (a) Consolidation of Capital – the consolidation of the existing Shares on a 1 for 100 basis;
- (b) Issue of 45,000,000 Shares to MMH as consideration for the acquisition of the share in Miroamer;
- (c) The change in nature and scale of activities as a result of the acquisition of Miroamer;
- (d) Issue of 30,000,000 Shares under the Offer to raise up to \$6,000,000;
- (e) Issue of 7,500,000 Shares to Perpetual Consulting Group Pty Ltd, as promoter;
- (f) The change in Company name to Connexion Media Limited; and
- (g) The appointment of George Parthimos as a Director.

The resolutions above were approved by Shareholders at the General Meeting on 22 April 2014.

2.4 THE PROPOSED TRANSACTION

The Company has agreed to acquire the entire issued share capital of Miroamer Pty Ltd from MMH for \$9,000,000 to be satisfied by the Company issuing 45,000,000 Shares to MMH. Accordingly, Miroamer will become a wholly owned subsidiary of the Company on completion of the Proposed Transaction.

A summary of the share sale agreement is set out in Section 7.2 of this Prospectus.

2.5 NEW ACTIVITIES

Miroamer Pty Ltd is a company primarily focused on developing technologies for web connected vehicles, more specifically:

- (a) Infotainment services – of which Miroamer's digital media content aggregation and distribution application (or App), known as "miRoamer" is the first product the Company has developed; and
- (b) Vehicle data services – data analytics via information derived from the use of the Company's App.

An App is a software application that is designed to run on smartphones, tablet computers and other mobile devices. Apps are distributed through application platforms, such as the Apple App Store and the Blackberry App World. Some Apps are free to download and use, while others must be purchased, sometimes on a regular subscription basis.

Miroamer Pty Ltd has spent several years developing a digital media content aggregation and distribution App. The application has been in development since 2008 and was initially launched through consumer electronics products and smartphone applications. The application is an online internet portal where users can access all of their favourite providers and stations, and then customise how they access them at will. Users can setup their own search options, remove certain providers, subscribe to premium services, even lookup a station guide, all from the same place.

Since initial launch, Miroamer Pty Ltd has customised the application for in-vehicle infotainment purposes so that automotive and equipment manufacturers can add digital media content to their product offerings. Tailoring the application for the automotive industry has been a key strategic priority for Miroamer Pty Ltd, because this industry has recognised that its consumers are looking to have the same level of features and services in their vehicles as they currently have on their portable devices (i.e. smartphone and tablets).

Built into the application is a data collection and analytics opportunity allowing for the collection and analysis of detailed anonymous data from users for on sale to third parties such as insurance companies and advertisers, which in the future is expected to provide the predominant revenue source for the Company.

Whilst not the focus of its immediate business plan, the Company also sees an opportunity to develop or acquire other complimentary Apps for web connected vehicles.

2.6 CURRENT PRODUCT OVERVIEW

Miroamer Pty Ltd has designed, built and developed its digital media content aggregation and distribution App, known as “miRoamer” for several platforms:

- (a) automotive;
- (b) mobile (i.e. smartphones and tablets);
- (c) web portal (i.e. desktop or laptop); and
- (d) consumer home electronics.

The Company’s current focus is the automotive platform. The automotive platform is distinct from the other platforms in that in order for Apps to be able to run while driving, the App needs to comply with driver distraction guidelines in the territory of use.

Vehicles can connect to the internet through:

- (a) embedded devices – i.e. in-car systems;
- (b) tethered solutions – where a smartphone is used as a modem to enable connectivity; or
- (c) integrated solutions – where the smartphone is integrated into the car system.

The embedded solution is the approach being used by GM which have designed their own App framework for their vehicles. Miroamer is an Application Development Partner of GM. Miroamer has customised its App to GM specifications, and the App has been integrated into pre-production models. The GM customised App is in the process of being vetted by GM and Miroamer considers that it is well progressed in the App approval process for its GM customised App to be made available ‘out of the box’ in web-connected GM vehicles. A summary of Miroamer’s contractual arrangements with GM is set out in Section 7.6 of this Prospectus.

Tethered solutions employ the well-established methods of integrating your phone via Bluetooth or an auxiliary cable.

Integrated solutions rely on adapting the smartphone’s software with the car’s infotainment software. This is expected to occur through a standardised smartphone integration solution. A number of manufacturers will utilise MirrorLink for these purposes. MirrorLink was developed by the Car Connectivity Consortium (CCC) and offers seamless connectivity between a smartphone and the car infotainment system. Drivers just connect the phone with a cable and immediately gain access to phone applications via the car’s navigation screen and dashboard/steering-wheel buttons. In order for the Company’s App to be able to utilise the MirrorLink technology it must be certified. If a product is MirrorLink-certified, this means it has been vetted by a CCC-approved certification laboratory and will work with a complementary MirrorLink-enabled device or system. If a smartphone app is MirrorLink-certified, this means it is adaptable to restricted or safe-driving mode when the smartphone is connected via MirrorLink to a MirrorLink-enabled vehicle. Part of the Company’s immediate business plan is to seek MirrorLink certification.

In order for the Company to have a consistent and seamless digital media content aggregation and distribution App across all platforms, the Company’s immediate business plans also include updating its iOS and Android mobile Apps and its web portal. The Company has recently purchased source code for this purpose.

As noted above, it is expected that the predominant revenue source for the Company will be through the on-sale by the Company of anonymous data collected by the Company from the use of its Apps. The miRoamer App can collect several pieces of information, including information about radio stations listened to, navigation information (including GPS positions) and vehicle information (including for example, tyre pressure and oil levels).

Through the use of the App the Company will collect personal and other information about its users on an “opt-in” basis, and is cognisant of the privacy implications of collecting and disclosing such information. As a consequence the Company will only share non-personally-identifiable information with third-parties (including overseas recipients) for advertising and analytics purposes.

Where permitted, this data is proposed to be packaged and on-sold to advertisers, insurance companies, municipalities, automotive suppliers and fast food restaurants for targeted advertising purposes. It will also be used by the Company to market pre-roll audio advertising commercials on its Apps.

All data collected from use of the App will be stored in a secure cloud-based system, provided by Buddy Platform, Inc. (a Seattle-based company) that the Company has a marketing partnership agreement with, with all appropriate security measures provided to ensure that privacy is maintained. A summary of the marketing integration agreement is set out in Section 7.7 of this Prospectus.

2.7 TECHNOLOGY

Following a successful 100% acquisition of shares in Miroamer Pty Ltd, Connexion has entitlement to all of the intellectual property and confidential information associated with the miRoamer digital media content aggregation and distribution App, including source and server codes, copyright, “know how”, confidential information, technical knowledge and support that is relevant to the function of the App, as well as trademarks and domain names.

Miroamer also contracts with a number of third party service providers (for example for hosting and storage services) and third party open source software licences. Following a successful 100% acquisition of shares in Miroamer, the Company will have the benefit of these third party arrangements.

Miroamer also contracts with several content providers for their digital media content to be made available through the miRoamer App. This includes ShoutCast and Radoio. Miroamer has contracted with these parties on normal commercial terms.

2.8 STRATEGY

The Company's dominant strategy is a business-to-business approach to the market, engaging vehicle manufacturers, original equipment manufacturers and telecommunication carriers to access their respective captive markets of consumers with collaborations, joint ventures, revenue sharing agreements, and other strategic relationships, similar to the GM relationship described above.

The core objective of the Company is to build and maintain a number of recurring revenue streams which will grow over time with audience size. Such as:

- (a) pre-roll audio advertising commercials;
- (b) audio commercial sponsorship campaigns per station per territory;
- (c) banner advertising on web portal and smartphone apps; and
- (d) data analytics and reporting.

These recurring revenue streams are expected to begin once the Company's App is available for use and the Company has established a large enough audience to make them attractive to third parties, such as advertisers for the pre-roll audio service, and insurance companies for the data analytics information service.

The Company anticipates an initial ramp-up period from first launch of its App of around 6 months (for GM anticipated to be in late 2014 or early 2015), until a sizable audience is reached.



Global Radio

The user can look for a radio station in the Global AM/FM directory by traversing the menus. miRoamer minimises the number of levels to ensure quick access to content.

Platinum Partners

The miRoamer platform includes a number of accredited content partners. These can be customised based on the specific needs of the automaker, and can include playlists, music on demand, and subscription services.

Sample miRoamer In-Vehicle App Screen Shots.

2.9 MARKET OVERVIEW

The Company's key focus is the global connected car market.

GSM Association (GSMA) Car Connectivity Forum members (which include major automakers and mobile operators) are targeting that by 2025 every car will be connected to the internet, whether through embedded devices, tethered solutions or integrated solutions¹. The number of cars equipped with embedded connectivity is expected to reach 140 million vehicles by 2018, rising to 600 million vehicles by 2025². The fastest growth areas for connected vehicles are expected to be China and Western Europe³.

Internet radio and music services in particular are considered fundamental services to be included in every web-connected in-vehicle infotainment solution. It is expected that in-vehicle internet radio listening will reach 89.7 million by 2019⁴. This provides an opportunity for the Company.

Smartphone app users grew from 0 to 1 billion users within 6 years⁵. The Company expects connected vehicle app usage to grow at a similar rate. The App development industry emerged around 2008 following the launch of Apple's iPhone and App store. The automotive infotainment sector, however, is still in its infancy with the prevalence of web-connected vehicles expected to take off in 2014. Automakers have recognised that consumers are looking to have the same level of features and services in their vehicles as they currently have on their portable devices so they are developing improved in-vehicle infotainment services to accommodate this.

New government initiatives globally to limit driver distraction and promote safe driving by limiting the use of smartphones in vehicles means that not all Apps will be suitable or approved for use via in-vehicle infotainment services.

The mobile App development industry has relatively low entry barriers and given the global nature of the industry there is a high level of competition. The barriers to entry in the automotive infotainment industry are considered by the Company to be slightly higher because of the approval and certification processes, which is more costly for App developers, in order for their applications to be considered safe for distribution.

In respect of the miRoamer App, the Company's key competitors are Pandora, Sirius XM and Tunein Radio. The Company considers that its key point of difference is its focus on in-vehicle infotainment services generally, rather than simply radio streaming.

2.10 SIGNIFICANT DEPENDENCIES

The success of the Company will be subject to the following key dependencies:

- (a) the Company's customised automotive App being approved and certified by automotive producers and other industry participants for distribution via their web-connected vehicles, in particular GM and MirrorLink;
- (b) sufficient consumer uptake of its App to generate sufficient data for on-sale to third parties for advertising and data analytics purposes;
- (c) the third party contributors to the Company's App (including content partners, service providers and open source software licensors) continuing to contract with the Company; and
- (d) the Company's key personnel (or suitable replacements) being retained to develop the Company's technology and established and new customer relationships.

¹ GSMA Connected Living programme: mAutomotive, Connected Car Forecast (May 2013).

² GSMA Connected Living programme: mAutomotive, 2025 Every Car Connected: Forecasting the Growth and Opportunity.

³ GSMA Connected Living programme: mAutomotive, 2025 Every Car Connected: Forecasting the Growth and Opportunity.

⁴ IHS iSuppli (December 2012).

⁵ Portio Research and mobiThinking: Global mobile statistics 2013 Section E: Mobile apps, app stores, pricing and failure rates (March 2013).

2.11 FINANCE ARRANGEMENTS

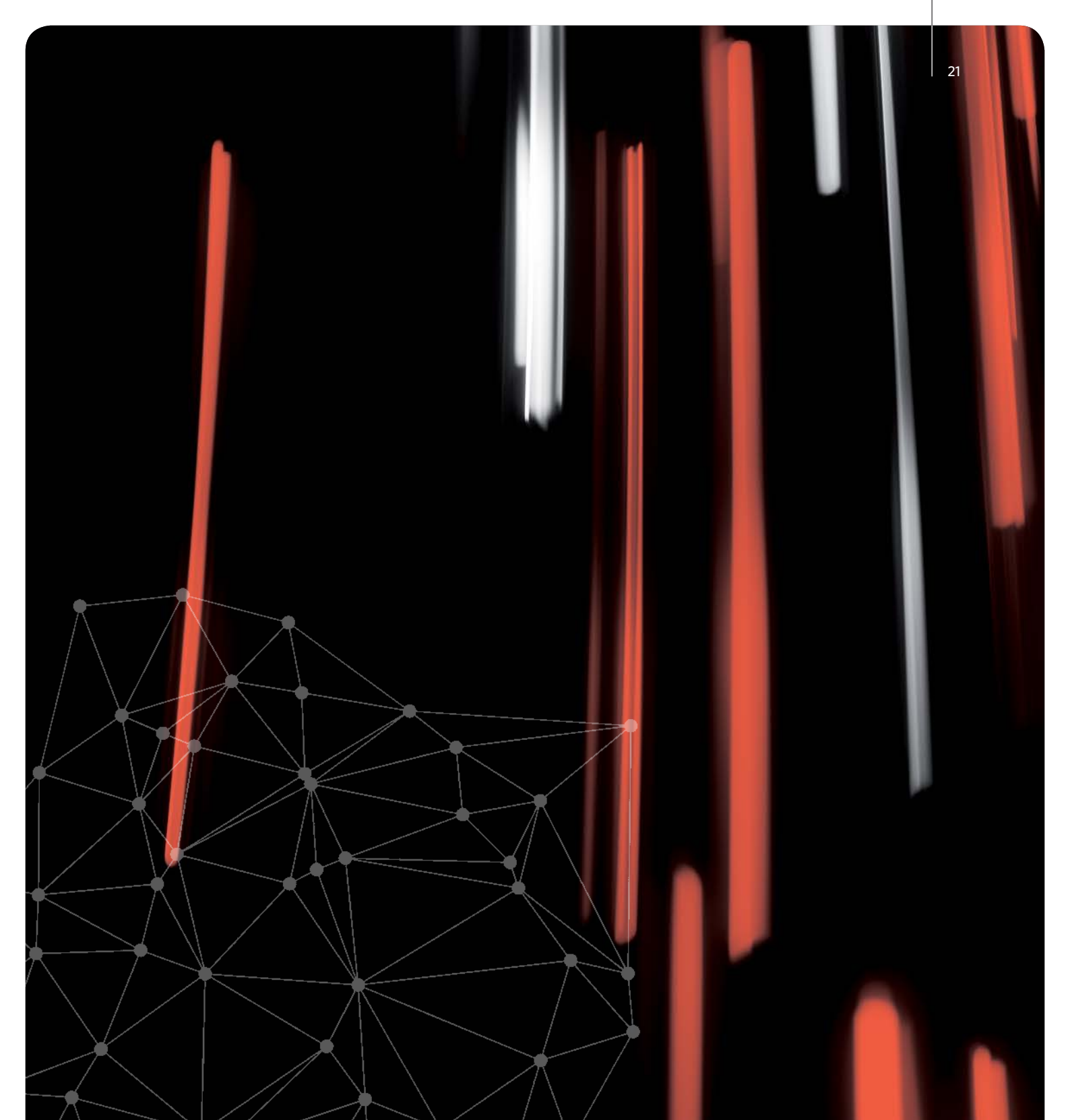
Pursuant to the DOCA, amounts owing to creditors were settled either in full or for a negotiated amount. Accordingly, following external administration, the only material financial liability of the Company was a secured working capital loan of \$296,500 plus interest, repayable in February 2015. The Company will repay this financial liability in full out of the proceeds raised pursuant to the Offer.

On 17 April 2014, MMH agreed to provide the Company with a loan of up to \$200,000 to fund the Company's out of pocket expenses associated with the Proposed Transaction and the Offer. A summary of the loan agreement is provided in Section 7.4 of this Prospectus. The Company will repay this financial liability in full out of the proceeds raised pursuant to the Offer.

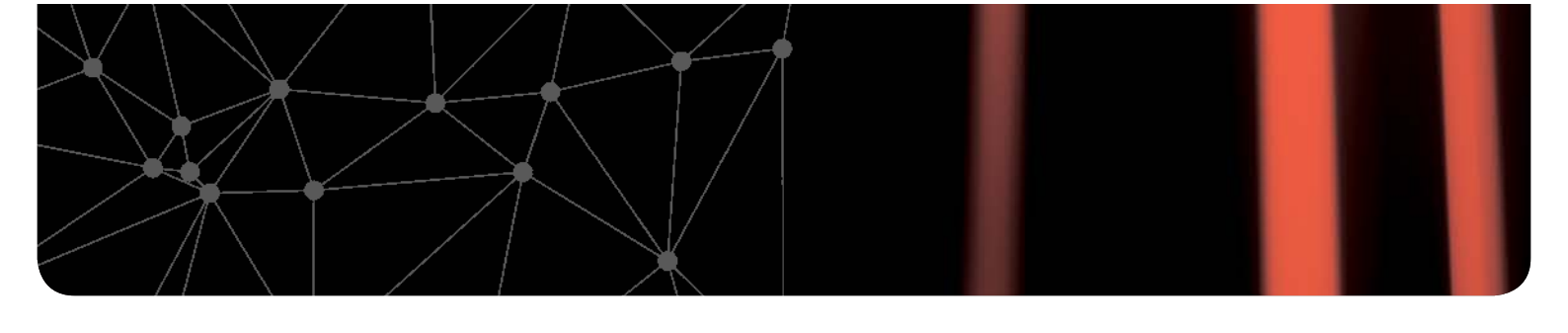
Following completion of the Offer, the Company considers that it will have sufficient funds to carry out its immediate objectives as described in this Prospectus. Should the Company identify any acquisition targets or should unforeseeable or intervening events arise, the Company may require additional finance to fund these, either in the form of equity or debt.

2.12 CAPITAL MANAGEMENT POLICY

The Board does not anticipate that the Company will have surplus funds in the immediate future that will enable it to pay dividends to Shareholders.



03 Board and Corporate Governance



3 Board and Corporate Governance

3.1 CURRENT DIRECTORS

The names and details of the Directors in office at the date of this Prospectus are:

Name	George Karafotias
Current Role	Chairman, Executive Director and Company Secretary
Proposed Role (following completion of the Proposed Transaction)	Company Secretary
Expertise	<p>Mr Karafotias is a qualified accountant, having gained a Bachelor of Commerce from the University of Adelaide in 1998.</p> <p>Since that time, he has been heavily involved in the corporate sector as both a business proprietor and corporate consultant. In this capacity, he has developed specific expertise in providing specialist advice to both listed and unlisted entities in the areas of corporate restructuring, refinancing, and debt and equity raising.</p> <p>In relation to his experience with ASX listed entities, Mr Karafotias is currently a director of Biron Apparel Limited (ASX: BIC), ECSI Limited (ASX:ECS), Atech Holdings Limited (ASX:ATH) and Perpetual Resources Limited (ASX:PEC).</p> <p>In addition to his director related activities, Mr Karafotias has provided company secretarial services to several listed groups over the years.</p>
Remuneration	<p>Mr Karafotias does not currently receive any remuneration for his services as chairman, executive director and company secretary.</p> <p>Following completion of the Proposed Transaction, in his ongoing role as Company Secretary he will receive a fixed fee of \$75,000 per annum.</p>
Interests	<p>Mr Karafotias has the following interest in Shares:</p> <ul style="list-style-type: none"> • he will be the registered holder of 6,222 Shares (post-Consolidation); and • he will have an indirect interest in 7,500,000 Shares to be issued to Perpetual Consulting Group Pty Ltd (as director and shareholder of this company) in return for their promotional services. See Section 8.3 of this Prospectus for further details.

Name	Ashley Kelly
Current Role	Executive Director
Proposed Role (following completion of the Proposed Transaction)	Executive Director
Expertise	<p>Mr Kelly is a senior adviser with Bell Potter Securities Limited, and a responsible executive for the Australian Securities Exchange. He has 18 years' experience advising private, sophisticated and professional investors on the ASX.</p> <p>Mr Kelly has experience in Australian equities, portfolio management, capital raisings, seed offerings, placements, initial public offerings and fixed interest products.</p> <p>Mr Kelly has been a director of the Company since February 2012 and until recently Executive Chairman of Perpetual Resources Limited (ASX:PEC).</p> <p>A summary of Mr Kelly's executive employment contract is contained in Section 7.5(b) of this Prospectus.</p>
Remuneration	<p>Mr Kelly does not currently receive any remuneration for his services as executive director.</p> <p>Following completion of the Proposed Transaction, in his ongoing role as Executive Director he will receive an annual salary of \$90,000 plus superannuation.</p>
Interests	Mr Kelly will have an indirect interest in 120,500 Shares (post-Consolidation) held by Molly Kelly (spouse).

Name	Eric Jiang
Current Role	Executive Director
Proposed Role (following completion of the Proposed Transaction)	Executive Director
Expertise	<p>Mr Jiang has completed a Bachelor of Commerce (Honours) and Bachelor of Arts from Monash University and has 15 years' experience in the financial services sector. In addition to holding senior executive and non-executive positions within several financial advisory firms, he has personally built a substantial financial advice practice advising local and overseas clients.</p> <p>In addition to his work within the financial services sector, Mr Jiang has developed broad expertise as a corporate consultant and advisor. He is currently Executive Director of ASX listed Perpetual Resources Limited (ASX:PEC) and has been a non-executive director of a number of listed companies in Australia and overseas.</p> <p>A summary of Mr Jiang's executive employment contract is contained in Section 7.5(c) of this Prospectus.</p>
Remuneration	<p>Mr Jiang does not currently receive any remuneration for his services as executive director.</p> <p>Following completion of the Proposed Transaction, in his ongoing role as Executive Director he will receive an annual salary of \$90,000 plus superannuation.</p>
Interests	Mr Jiang will have an indirect interest in 7,500,000 Shares to be issued to Perpetual Consulting Group Pty Ltd (as director and shareholder of this company) in return for their promotional services. See Section 8.3 of this Prospectus for further details.

3.2 ADDITIONAL PROPOSED DIRECTORS POST RE-COMPLIANCE

The names and details of the Directors proposed to be appointed following completion of the Post Transaction and re-quotation of the Shares on ASX are:

Name	George Parthimos
Proposed Role (following completion of the Proposed Transaction)	To be appointed Managing Director and Chief Executive Officer
Expertise	<p>Mr Parthimos has over 20 years IT experience, predominately in the internet, infrastructure and portfolio management areas. He spent over 10 years working for Telstra Corporation, where he specialised in internet and emerging multimedia products and services. In 2000, Mr Parthimos took on the role of broadband infrastructure program manager, where he coordinated an aggregated portfolio of internet infrastructure renewal projects, worth over \$80M annually.</p> <p>Mr Parthimos has held management positions in the telecommunications, technology, banking and finance, and government sectors. He holds a Bachelor of Business (Computing), a Graduate Certificate of Management, and is a certified PRINCE2 project management practitioner. Mr Parthimos was recognised by Bulletin Magazine as a member of their 2007 "Smart 100" list, which highlights the 100 brightest individuals in Australia.</p> <p>Mr Parthimos is the founding director of Miroamer and the chief architect of their technology. He will become the Company's new chief executive officer following completion of the Proposed Transaction.</p> <p>A summary of Mr Parthimos' executive employment contract is contained in Section 7.5(a) of this Prospectus.</p>
Affiliations	Mr Parthimos is a representative of MMH, a substantial shareholder of the Company.
Remuneration	In his role as Managing Director and Chief Executive Officer, Mr Parthimos will receive an aggregate annual salary of \$230,000 plus superannuation.
Interests	Mr Parthimos is a shareholder and director of MMH and has (and will have) an indirect interest in the Shares that MMH has a relevant interest in. Following completion of the Proposed Transaction, MMH will hold 48,800,000 Shares. Mr Parthimos holds approximately 29% of the issued shares of MMH.
Other	<p>On 13 February 2014, ASIC took disciplinary action against MMH and its directors (including Mr Parthimos) for failing to hold annual general meetings and lodge financial reports with ASIC in contravention of the Corporations Act.</p> <p>The outcome of the disciplinary action was that MMH was fined just under \$10,000. No personal convictions were recorded against the directors of MMH. The fine has subsequently been paid by MMH and the matter has therefore been resolved.</p>

Name	John Conomos
Proposed Role (following completion of the Proposed Transaction)	To be appointed Chairman and Non-Executive Director
Expertise	<p>Mr Conomos has a 40 year history with the automotive industry and was appointed President of the Federal Chamber of Automotive Industries in March 2006. Previously, John had been FCAI Treasurer from 1994 and was granted Life Membership of the Federal Chamber in 1995. He has also served as President of the Chamber of Automotive Industries, NSW.</p> <p>He was Emeritus Chairman of Toyota Australia and Managing Officer of Toyota Motor Corporation from 2004 to 2006. In 2006 he became Chairman Emeritus and Principal Policy Advisor to Toyota Australia. Mr Conomos was also on the Board of Toyota Financial Services, and Toyota New Zealand.</p> <p>Mr Conomos was awarded the Order of Australia in the Queen's Birthday Honours List in June 2005.</p>
Independence	Mr Conomos will be an independent director, free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of his judgement.
Remuneration	In his role as Chairman and Non-Executive Director, Mr Conomos will receive a fixed fee of \$50,000 per annum.
Interests	Mr Conomos does not have an interest in any Shares.

Name	Sean Habgood
Proposed Role (following completion of the Proposed Transaction)	To be appointed Non-Executive Director
Expertise	<p>Mr Habgood was until 2012 the chief financial officer for Internode Pty Ltd and was actively involved in the sale of Internode to iiNet (ASX:IIN) for \$105m in 2012.</p> <p>Mr Habgood has completed a Bachelor of Business (Accounting).</p>
Independence	Mr Habgood will be an independent director, free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of his judgement.
Remuneration	In his role as Non-Executive Director, Mr Habgood will receive a fixed fee of \$60,000 per annum.
Interests	Mr Habgood does not have an interest in any Shares.

3.3 OFFICERS' INDEMNITIES

Each Director and Company Secretary has entered into (or will enter into) a deed of access, indemnity and insurance with the Company. This entitles each officer to access board papers, be indemnified from liability, and to have the Company take out directors and officers insurance to the extent the Company is able to obtain it. The Company may also make a payment in relation to legal costs incurred by these persons in defending an action for a liability, or resisting or responding to actions taken by a government agency or a liquidator. Each such deed applies to the extent permitted by law and is on a conventional basis.

3.4 CORPORATE GOVERNANCE

The primary responsibility of the Board is to represent and advance Shareholders' interests and to protect the interests of all stakeholders. To fulfil this role the Board is responsible for the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

The independent Directors of the Company are free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of the person's judgement.

The responsibilities of the Board include:

- (a) protection and enhancement of Shareholder value;
- (b) formulation, review and approval of the objectives and strategic direction of the Company;
- (c) approving all significant business transactions including acquisitions, divestments and capital expenditure;
- (d) monitoring the financial performance of the Company by reviewing and approving budgets and monitoring results;
- (e) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- (f) the identification of significant business risks and ensuring that such risks are adequately managed;
- (g) the review and performance and remuneration of executive Directors and key staff;
- (h) the establishment and maintenance of appropriate ethical standards; and
- (i) evaluating and, where appropriate, adopting with or without modification, the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

3.5 PRINCIPLES OF CORPORATE GOVERNANCE AND RECOMMENDATIONS

The Company has adopted the Principles of Corporate Governance and Recommendations published by ASX Corporate Governance Council. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration. The Company has complied with each of the eight Corporate Governance Principles and Recommendations as published by ASX Corporate Governance Council other than in relation to the matters specified below.

PRINCIPLE NO	PRINCIPLE	COMMENTARY	MECHANISM FOR DEALING WITH NON-COMPLIANCE
1	Lay Solid Foundations for Management and Oversight	<p>The Company has a policy for the evaluation of senior executives and the Board.</p> <p>The Company also has a Board Charter and a Selection and Appointment New Director's Policy.</p> <p>The Company has recently adopted a diversity policy, which includes procedures on the disclosure of gender diversity amongst other factors.</p> <p>The above policies are available on the Company website.</p>	Not applicable

PRINCIPLE NO	PRINCIPLE	COMMENTARY	MECHANISM FOR DEALING WITH NON-COMPLIANCE
2	Structure the Board to Add Value	<p>The Company adheres to the majority of these recommendation through its recent adoption of a Board Charter, Board and Senior Executive Evaluation Policy and Selection and Appointment of New Directors Policy, these documents in combination set out:</p> <ul style="list-style-type: none"> • The Board composition and structure. • The role and responsibility of directors along with how they are evaluated, the criteria to appoint a new director and their re-appointment. • That directors are afforded the opportunity of independent professional advice to discharge their responsibilities as members of the Board. • That the Chairman is an independent director and must not be the Chief Executive Officer. • How to determine the independence of a director. 	<p>The Company acknowledges that following the reconstruction of the board, the majority of directors will not be independent for the purposes of the ASX recommendations. However, the Board considers that this is reasonable in the circumstances given the Company's size and stage of development.</p> <p>Given the Company's size it is not considered necessary to have a separate Nomination Committee. Annually the Board will assess the needs of the Board having regard to the strategic direction of the Company, needs of the business and to ensure that a diverse and appropriate range of Directors are Board members having regards to attributes, experience, qualifications and skills.</p>
3	Act ethically and responsibly		<p>The Company does not have a Code of Conduct and does not intend to implement one at this stage.</p> <p>All members of the Board and employees of the Company are expected to act with the utmost integrity, ethics and in compliance with the letter and spirit of the law and existing Company protocols and policies.</p> <p>The Board Charter notes the importance of integrity and ethics in relation to the Board fulfilling their role.</p>

PRINCIPLE NO	PRINCIPLE	COMMENTARY	MECHANISM FOR DEALING WITH NON-COMPLIANCE
4	Safeguard Integrity in Corporate Reporting	The Company does not have an audit committee.	<p>Due to the size and nature of the Company, the Directors are of the view that it is not practicable to have an Audit Committee.</p> <p>The Board has responsibility in relation to the strategic and financial performance of the Company, including risk, control and general financial matters.</p> <p>The Board receives periodic reports about the financial condition and operational results of the Company. The CEO will periodically provide formal statements to the Board in relation to financial statements being true and fair and risk management and internal compliance and control systems being sound.</p>
5	Make Timely and Balanced Disclosure	<p>The Company complies with this through its Share Trading Policy and Shareholder Communication Policy.</p> <p>The Company complies with all continuous disclosure and periodic disclosure obligations as set out in the ASX Listing Rules, the obligations to comply with these disclosure obligations are set out in the Shareholder Communication Policy.</p>	Not Applicable
6	Respect the Rights of Security Holders	<p>The Company provides information about itself and its governance to investors via its website.</p> <p>The Company's Shareholder Communication Policy is designed to promote effective communication with shareholders and encourage their participation at general meetings.</p>	Not Applicable

PRINCIPLE NO	PRINCIPLE	COMMENTARY	MECHANISM FOR DEALING WITH NON-COMPLIANCE
7	Recognise and Manage Risk	The Company does not have a Risk Management Policy, Risk Management Committee or a Risk Management Committee Charter.	<p>Given the size of the Company it is not practical to have a Risk Management Committee or specified policy and charter. The risk management role is undertaken by the Board.</p> <p>Part of the Board's responsibilities is to implement risk management policies and manage any material business risk with the assistance of senior executives as appropriate.</p> <p>The Company has a Selection and Appointment of Auditors Policy, which ensures that external auditors who demonstrate quality and independence are appointed.</p>
8	Remunerate Fairly and Responsibly	<p>The Company does not comply with the following recommendations:</p> <ul style="list-style-type: none"> ▪ Establishment of a Remuneration Committee. ▪ Establishment of a Senior Executive Remuneration policy and Non-executive Remuneration policy. <p>The Company does not have in place any employee share schemes, or similar concepts.</p>	<p>Given the size of the Company and the small number of Directors and senior executives, it is not practical to have a separate remuneration committee.</p> <p>The Selection and Appointment of New Directors Policy outlines how directors and non-executive directors are remunerated. The aggregate Non-Executive Director's remuneration is approved and fixed by shareholders and the Company Secretary is paid a fixed fee.</p>

3.6 CORPORATE GOVERNANCE POLICIES

A copy of the Company's corporate governance policies (including its securities trading policy) are made available on the Company's website.

3.7 CONTINUOUS DISCLOSURE ANNOUNCEMENTS

The Company is a "disclosing entity" for the purposes of Part 1.2A of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to ASX any information which it is or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company.

The Company will make continuous disclosure announcements available on its website.



04 Risk Factors



4 Risk Factors

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the value of an investment in the Company.

Some of these factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of the Company and cannot be mitigated.

This section describes certain risks associated with an investment in the Company. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Prospectus.

4.2 RISK FACTORS SPECIFIC TO THE COMPANY

(a) Re-quotation of the Shares

The Shares have been suspended from quotation on ASX since 3 August 2012. The Shares will not be reinstated to official quotation until the Company has complied with the requirements of Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements of Chapters 1 and 2 of the ASX Listing Rules. In addition, it is within the ASX's discretion whether or not to approve the re-quotation of the Shares on the ASX.

If the Shares are not reinstated to official quotation, funds will be returned to investors.

(b) Transaction risk

Completion of the Proposed Transaction is subject to a number of conditions precedent as summarised in Section 7.2.

If the Proposed Transaction does not proceed to completion because of the failure to satisfy a condition precedent or otherwise, funds will be returned to investors.

(c) Limited operating history

Miroamer's business that is being acquired by the Company has only a limited operating history upon which an evaluation of future prospects can be based. Investors must consider the risks and difficulties frequently encountered by businesses with limited operating histories.

No assurances can be given that the Company will achieve commercial viability through the successful implementation of its business plans.

(d) No revenue has been generated or secured

Miroamer is yet to generate revenue and has no current arrangements in place to guarantee any revenue, although it has identified several potential sources.

Whilst the Company anticipates that revenues will be generated approximately 6 months after the roll-out of its products (the first of which is expected to occur in late 2014 or early 2015), it is possible that it may take longer and/or the Company may not establish a large enough audience to build and maintain a significant revenue stream.

(e) Reliance on key personnel

On successful completion of the Proposed Transaction, the Company's operational success will substantially depend on the continuing efforts of its senior executives (in particular George Parthimos). The loss of services of one or more senior executives may have an adverse effect on the Company's operations.

(f) Collection of information

The key potential revenue source for the Company will be the disclosure of information collected from users of the Company's products. The collection and disclosure of this information may be subject to government policy and legislation in Australia and a number of different jurisdictions in which the Company's business will

operate. Failure by the Company to comply with these policies and regulations may result in financial or other penalties being incurred by the Company, as well as an impact on the Company's reputation, which will have an adverse effect on the Company.

(g) Reliance on access to internet

On successful completion of the Proposed Transaction the Company's success will depend on the ability of its users to access the internet. Should access be disrupted, restricted or affected, usage of the Company's products may be negatively impacted.

(h) Maintenance of key business partner relationships

The overall strategy of the Company is a business-to-business approach to the market, engaging vehicle manufacturers, original equipment manufacturers (OEMs) and telecommunication carriers to access their respective "captive" markets of thousands of consumers with collaborations, joint ventures, revenue sharing agreements, and other strategic relationships.

A failure to maintain relationships with these business partners could result in a withdrawal of support, which will negatively impact the Company's financial position.

(i) Threat to intellectual property

On successful completion of the Proposed Transaction, the Company will acquire trade secrets and other intellectual property rights that are important assets. However, various events outside of the Company's control could pose a threat to its intellectual property rights, as well as to its products and technologies.

(j) Product failures

The performance of Miroamer's technologies and products is critical to its reputation and to its ability to achieve market acceptance of these products. Any product failure or failure of a product to meet a customer's needs and requirements could have a material adverse effect on the Company's business, results of operations and financial conditions.

(k) Reliance on new products

The Company's success will depend, in part, on its ability to expand its products and grow Miroamer's business in response to changing technologies, user and third party service providers' demands and competitive pressures. Failure to do so may impact the success of the Company.

(l) Superseding technology

There is a risk that, as marketable technologies continue to develop in the IT industry, there may be certain information technology and product developments that supersede, and render obsolete, the existing product offering of Miroamer, which would negatively affect the Company's profitability.

(m) Competition

The internet radio streaming market is strongly contested by a number of well-respected organisations. There is the risk that Miroamer will be unable to compete in this landscape. Miroamer's performance may be affected by the level of competition in the regions in which it operates, which may result in general price reductions, reduced operating margins and a loss of market share.

(n) Market segments

The business drivers and market segments that Miroamer has identified as being integral to its success (web connected vehicles) and growth may experience either slower than expected growth or may be surpassed in importance by other drivers or market segments.

(o) Product distribution and usability

On successful completion of the Proposed Transaction, the Company intends to develop its products for use across a number of internet access platforms, mobile and desktop devices and software operating systems. The Company will be dependent on the ability of its products to operate on such platforms, devices and operating systems however it cannot control the maintenance, upkeep and continued supply of effective service from external suppliers in these areas. Any changes in such platforms, operating systems or devices that adversely affect the functionality of the Company's products or give preferential treatment to competitive products could adversely affect usage of the Company's products.

(p) On-going capital requirements for the Company

While the proceeds of this Offer are intended to adequately satisfy the Company's current and anticipated capital requirements, if the Company requires access to further funding at any stage in the future, the Company may be adversely affected in a material way if, for any reason, access to that capital is not available. There can be no assurance that additional funds will be available. If additional funds should be raised by issuing equity securities, this might result in dilution to the then existing shareholders.

(q) No current intention to pay dividends

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, Shareholders may need to rely on sales of their Shares to realise any future gains on their investment.

(r) Trading liquidity

Prior to the Offer, there has been no public market for the Shares since 3 August 2012. There can be no guarantee that an active market in the Shares will develop.

Moreover, between 50% and 70% of the Shares of the Company will be held in escrow for between 12 and 24 months and trading in Shares may be less liquid during this period.

4.3 GENERAL RISK FACTORS

(a) Share investment

Investors should be aware that there are risks associated with investment in shares of companies listed on a stock exchange. The value of the Company's shares can be expected to fluctuate depending on various factors including general worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, prices of the Company's services, variations in the operating costs and costs of capital replacement which the Company may in the future require. Accordingly, assuming that the Shares are granted official quotation by ASX, the Shares may trade on ASX at higher or lower prices than their issue price.

Each potential investor should consider whether shares are a suitable investment for them before deciding to invest in the Company's Shares. Any investor in doubt about investing in shares should consult their stockbroker, accountant, lawyer or other professional adviser immediately.

(b) Economic risk and external market factors

Factors, such as, but not limited to, political movements, stock market trends, changing customer preferences, interest rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes, may all have an adverse impact on the Company's operating costs, profit margins and share price. These factors are beyond the control of the Company and the Company cannot, to any degree of certainty, predict how they will impact on the Company.

(c) War and terrorist attacks

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region. There could also be a resultant material adverse effect on the business, financial condition and financial performance of the Company.


(d) Legislative changes, Government policy and approvals

Changes in relevant taxes, legal and administration regimes, accounting practices and government policies in Australia and in other places where the Company conducts its business may adversely affect the financial performance of the Company.

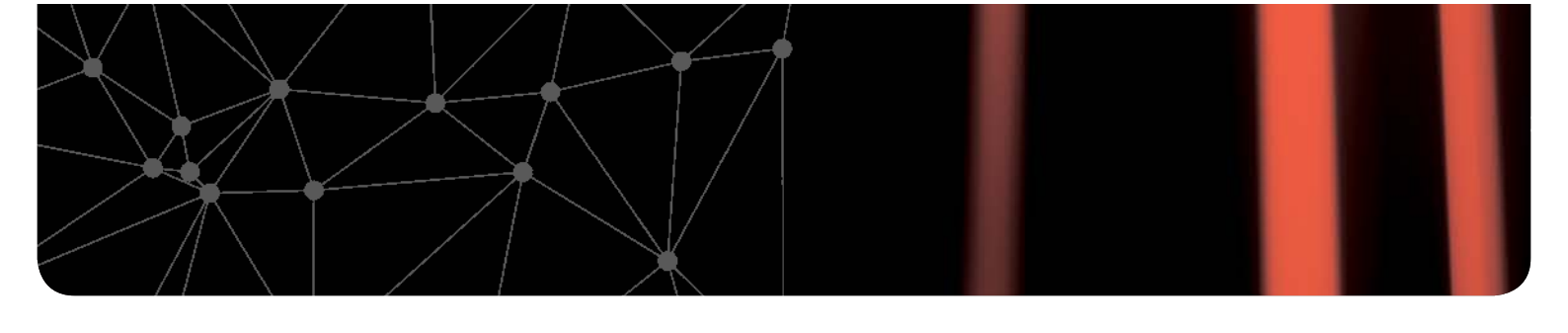
4.4 INVESTMENT SPECULATIVE

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 Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.



05 Historical and Pro-forma Financial Information



5 Historical and Pro-forma Financial Information

STATEMENTS OF FINANCIAL POSITION

		REVIEWED ACTUAL CONNEXION MEDIA LIMITED 31 DECEMBER 2013	REVIEWED ACTUAL MIROAMER PTY LTD 31 DECEMBER 2013	PRO-FORMA MINIMUM \$3M 31 DECEMBER 2013	PRO-FORMA MAXIMUM \$6M 31 DECEMBER 2013
	NOTES				
CURRENT ASSETS					
Cash and cash equivalents	3	22,742	-	2,842,742	5,662,742
Total Current Assets		22,742	-	2,842,742	5,662,742
TOTAL ASSETS		22,742	-	2,842,742	5,662,742
CURRENT LIABILITIES					
Trade and other payables	2a)	109,500	2,763	2,763	2,763
Non-secured loan owing to Mi Media Holdings Limited	2a)	63,797	-	-	-
Convertible notes	2b)	175,572	-	-	-
Total Current Liabilities		348,869	2,763	2,763	2,763
NON-CURRENT LIABILITIES					
Secured loan		320,817	-	320,817	320,817
Non-secured loan owing to Mi Media Holdings Limited	2a)	-	-	200,000	200,000
Total Non-Current Liabilities		320,817	-	520,817	520,817
TOTAL LIABILITIES		669,686	2,763	523,580	523,580
Net (Deficiency of)/ Assets		(646,944)	(2,763)	2,319,162	5,139,162
EQUITY					
Issued capital	4	93,480,850	1	5,881,074	8,881,074
Costs of issuing equity	5	-	-	(1,980,000)	(2,160,000)
Accumulated losses	2e)	(94,127,794)	(2,764)	(1,581,912)	(1,581,912)
TOTAL EQUITY		(646,944)	(2,763)	2,319,162	5,139,162

These statements should be read in conjunction with the accompanying notes.

Notes to the Financial Information

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial information included in this section of the Prospectus relates to the historical information of Connexion Media Limited and Miroamer Pty Ltd, and of the pro-forma transactions set out in Note 2. For the purposes of the preparation of the pro-forma financial information, the entity to which the consolidated information applies shall be referred to as “Connexion Media Limited”.

The financial information included in this Prospectus has been prepared in accordance with the measurement and recognition criteria of applicable Australian Accounting Standards, mandatory professional reporting requirements, the specific accounting policies detailed in this Note 1 and the adjustments and assumptions detailed in Note 2.

Certain disclosure requirements under the *Corporations Act 2001* and applicable Australian Accounting Standards have not been included where the information which would be disclosed is not considered material or relevant to potential investors.

Both companies adopted the accrual basis of accounting, which includes the historical cost convention and the going concern assumption. All amounts have been presented in Australian dollars, which are the companies’ functional and presentation currency. The significant accounting policies which have been adopted in the preparation of the historical and pro-forma historical financial information (collectively referred to as the “financial statements”) are:

Principles of consolidation

A controlled entity is any entity controlled by an accounting acquirer. Control exists where an entity has the capacity and power to govern the decision-making in relation to the financial and operating policies of an investee and also participates in the variable returns of that investee.

All inter-group balances and transactions between entities in the group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of controlled entities have been changed where necessary to ensure consistencies with those policies adopted by the parent entity.

Reverse acquisitions of entities that are not businesses

When an entity (the accounting acquirer) obtains control over another entity and that entity is not a business, the accounting acquirer applies the group’s accounting policy for consolidations. Assets and liabilities consolidated into the group are recorded at their book values. Any excess of the fair value of the consideration paid in respect of acquiring control over that entity in excess of the book values of that entity’s assets and liabilities is expensed to the profit and loss, unless those costs can be directly attributed to the successful issue of share capital, in which case they are charged to equity as a cost of issuing equity. Where consideration for the acquisition involves the issue of equity by the accounting acquirer, such equity is measured at its grant date fair value.

For this transaction, the Directors have assessed that Connexion Media Limited as a stand-alone entity does not meet the definition of a business, as defined in Australian Accounting Standards and, alternately, that Miroamer satisfies the definition of an accounting acquirer.

Financial Instruments and Convertible Notes

Financial assets and liabilities are recognised when an entity becomes party to the contractual provisions of the instrument. On initial recognition, financial instruments are originally measured at fair value plus transaction costs by applying trade date accounting.

Classification and subsequent measurement of financial liabilities

All financial instruments thereafter are subsequently measured at amortised cost, using the effective interest rate method. Amortised cost is calculated as a) the amount at which the financial liability is measured at initial recognition; b) less principal repayments; c) plus or minus the cumulative amortisation of the difference, if any, between the amounts initially recognised and the maturity amount calculated using the effective interest method.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life of the financial instrument to the net carrying amount of the financial asset or financial liability.

Convertible notes

When a financial liability features a fixed equity conversion feature, upon initial recognition it is classified as a liability when a contractual clause exists that specifies the repayment of that instrument in cash at the option of the counterparty. Upon satisfaction of this condition, the liability component is measured at fair value, and the residual value, representing the entitlement to convert the financial instrument into equity, is recognised in equity. When there is no reliable market value evidence for the fair value of the liability component, the market interest rate of the liability component is estimated to be the coupon rate set in the convertible note.

2. ASSUMPTIONS APPLIED IN PREPARING THE FINANCIAL INFORMATION

The pro-forma financial information has been included for illustrative purposes to reflect the position of both transacting entities on the assumption that the following transactions had occurred as at 31 December 2013:

Significant transactions that have taken place between 31 December 2013 and the date of this Prospectus – Connexion Media Limited

- (a) Subsequent to 31 December 2013, Connexion Media Limited drew down the full limit of its DOCA loan line of credit with Mi Media Holdings Limited, being \$200,000, in order to extinguish other third party liabilities that were accrued on its statement of financial position as at 31 December 2013 and expenses that arose subsequent to 31 December 2013. On 17 April 2014 Connexion Media drew down a further \$200,000 with Mi Media Holdings Limited; the loan was unsecured and non interest-bearing;
- (b) On 5 February 2014 Connexion Media Limited issued 450,000,000 pre-consolidation ordinary shares to creditors, being the DOCA loan funder (300,000,000 shares), Mi Media Holdings Limited, and its convertible note holders (150,000,000 shares); and
- (c) A consolidation of ordinary shares (100:1 basis).

Transactions that form part of this Prospectus

- (d) Connexion Media Limited will allot and issue a minimum of 15,000,000 fully paid ordinary shares at an issue price of 20 cents per share to raise \$3,000,000 up to a maximum issue of 30,000,000 fully paid ordinary shares to raise \$6,000,000;
- (e) Connexion Media Limited will allot and issue to Mi Media Holdings Limited 45,000,000 fully paid ordinary shares at a price of \$0.20 per share to legally acquire (as part of a reverse acquisition) 100% of the shares in Miroamer Pty Ltd. This transaction will represent (on a pre-fundraising basis) approximately an 11.60% equity cost to the shareholders of Mi Media Holdings Limited in-respect of the reverse acquisition by Miroamer Pty Ltd of Connexion Media Limited;
- (f) Connexion Media Limited will allot and issue 7,500,000 shares at nil consideration to promoters as a cost of the acquisition;
- (g) Connexion Media Limited will allot and issue 500,000 ordinary shares at nil consideration to its lead broker, and in-addition Connexion Media Limited will pay in cash to its broker a total of 6% of the total funds raised from the Prospectus; and
- (h) The group will incur capital raising costs in respect of the shares issued under this Prospectus. Costs for legal and professional fees connected with this Prospectus are anticipated to be approximately \$200,000.

3. CASH AND CASH EQUIVALENTS

		<i>REVIEWED PRO-FORMA MINIMUM SUBSCRIPTIONS OF \$3M 31 DECEMBER 2013 \$</i>	<i>REVIEWED PRO-FORMA MAXIMUM SUBSCRIPTIONS OF \$6M 31 DECEMBER 2013 \$</i>
	NOTES		
Cash at bank – Connexion Media Limited		22,742	22,742
Loans from Mi Media Holdings Limited	2a)	400,000	400,000
Payment of creditors	2a)	(200,000)	(200,000)
Issue of shares under this Prospectus	2d)	3,000,000	6,000,000
Costs of capital raising	2g); 2h)	(380,000)	(560,000)
		2,842,742	5,662,742

4. ISSUED CAPITAL

		<i>REVIEWED PRO-FORMA MINIMUM SUBSCRIPTIONS OF \$3M 31 DECEMBER 2013 \$</i>	<i>REVIEWED PRO-FORMA MAXIMUM SUBSCRIPTIONS OF \$6M 31 DECEMBER 2013 \$</i>
	NOTES		
Issued capital – Miroamer Pty Ltd		1	1
Issued capital – Connexion Media Limited		93,480,850	93,480,850
Share consolidation	2c)	(93,480,850)	(93,480,850)
Issue of shares under this Prospectus	2d)	3,000,000	6,000,000
Issue of 45m shares by Connexion Media Limited to acquire Miroamer, accounted for a reverse acquisition and a dilution in the market capitalisation equity interest of Miroamer of 11.60% (before Prospectus transactions)	2e)	1,281,073	1,281,073
Shares issued to promoters and brokers	2f); 2g)	1,600,000	1,600,000
		5,881,074	8,881,074

For details of changes to the capital structure, including the consolidation of ordinary shares in Connexion Media Limited and the issue of shares for the acquisition of Miroamer, refer to section 1 of this Prospectus.

5. COSTS OF ISSUING EQUITY


		REVIEWED PRO-FORMA MINIMUM SUBSCRIPTIONS OF \$3M 31 DECEMBER 2013 \$	REVIEWED PRO-FORMA MAXIMUM SUBSCRIPTIONS OF \$6M 31 DECEMBER 2013 \$
	NOTES		
Shares issued and cash paid to promoters and brokers	2f); 2g)	1,780,000	1,960,000
Costs of capital raising paid in cash to professional advisers	2h)	200,000	200,000
		1,980,000	2,160,000

6. CONTINGENT LIABILITIES AND COMMITMENTS

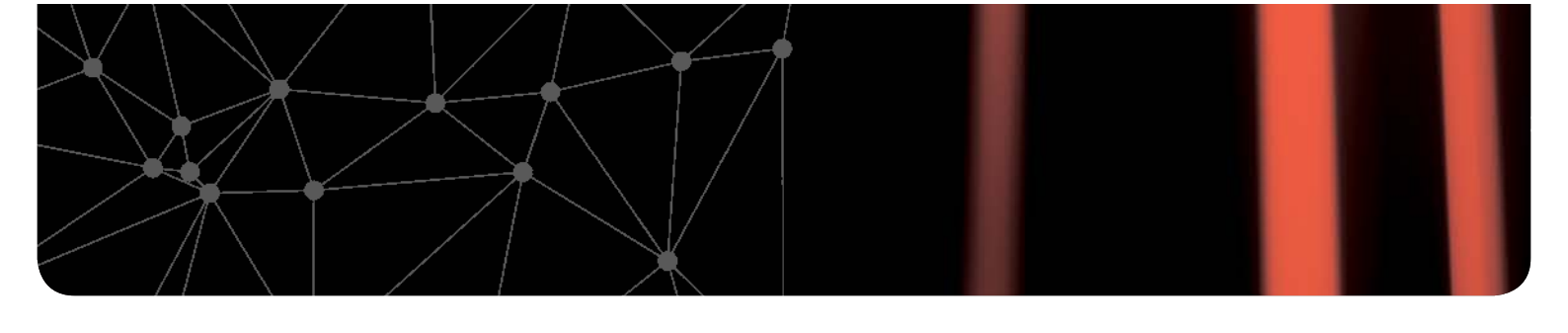
For details concerning significant and material contracts that either represent contingent liabilities or legal commitments, refer to section 7 of this Prospectus.

7. RELATED PARTY TRANSACTIONS

For information concerning related party transactions that are relevant to the Financial Information presented here, refer to sections 3 and 7 of this Prospectus.



06 Investigating Accountant's Report



6 Investigating Accountant's Report



28 April 2014

The Directors
Connexion Media Limited and MiRoamer Pty Ltd
Level 11, 499 St Kilda Road
Melbourne, VIC 3004

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT FOR CONNEXION MEDIA LIMITED

Introduction

This Investigating Accountant's Report ("the Report") has been prepared at your request for inclusion in the Prospectus to be dated on or about 28 April 2014 to be lodged with the Australian Securities and Investment Commission, relating to the proposed issue of 15,000,000 post-consolidation shares at a price of 20 cents per share to raise \$3,000,000, up to a maximum issue of 30,000,000 post-consolidation ordinary shares to raise \$6,000,000 in Connexion Media Limited (formerly ECSI Limited, defined in this report as "Connexion Media Limited").

Expressions and other terminology defined in the Prospectus have the same meaning in this Report.

Basis of Preparation

The Financial Information to which this report is addressed has been prepared to provide investors with information on the historical results and the financial position of Connexion Media Limited and MiRoamer Pty Ltd and to provide investors with a pro-forma statement of financial position of Connexion Media Limited, as at 31 December 2013 adjusted to include funds raised by this Prospectus and related transactions, as referred to in the Financial Information presented in this Prospectus.

This Report does not address the rights attaching to the shares to be issued in accordance with the Prospectus, the risks associated with the investment, nor form the basis of an Expert's opinion with respect to a valuation of the Company or a valuation of the share issue price at 20 cents.

William Buck Audit (VIC) Pty Ltd ("William Buck") has not been requested to consider the prospectus for Connexion Media Limited nor the merits and risks associated with becoming a shareholder, and accordingly, has not done so, nor purports to do so. William Buck accordingly takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report. Risk factors, including those that specifically discuss the risks that may arise should the transaction not succeed in meeting the minimum fundraising objectives and obtaining the necessary shareholder and regulatory approvals thereon accommodating those fundraising objectives, are set out in detail in Section 4 of the Prospectus.

Sydney
Melbourne
Brisbane
Perth
Adelaide
Auckland

Melbourne: Level 20, 181 William Street, Melbourne VIC 3000 | Hawthorn: Level 1, 465 Auburn Road, Hawthorn East VIC 3123
PO Box 185, Toorak VIC 3142 • Telephone: +61 3 9824 8555 • Facsimile: +61 3 9824 8580
williambuck.com

William Buck is an association of independent firms, each trading under the name of William Buck across Australia and New Zealand with affiliated offices worldwide. Liability limited by a scheme approved under Professional Standards Legislation other than for acts or omissions of financial services licensees.

Praxity
MEMBER
GLOBAL ALLIANCE OF
INDEPENDENT FIRMS



Scope of report

William Buck has been requested to:

- a) report whether anything has come to our attention which would cause us to believe that the historical financial information disclosed in the Financial Information in this Prospectus is not fairly presented in accordance with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Connexion Media Limited and MiRoamer Pty Ltd, and
- b) report whether anything has come to our attention which would cause us to believe that the pro-forma financial information disclosed in the Financial Information of the Prospectus is not presented fairly in accordance with the basis of preparation and assumptions applied in preparing the financial information as set out in the notes to the Financial Information and with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the consolidated entity including the entities Connexion Media Limited and MiRoamer Pty Ltd..

The directors of Connexion Media Limited and MiRoamer Pty Ltd have prepared, and are responsible for, the historical and pro-forma financial information included in this Prospectus.

Scope of the review

William Buck has not audited the financial statements of Connexion Media Limited as at 31 December 2013. We have conducted a review of the historical financial information in accordance with Australian Auditing Standard ASRE 2405 *Review of Historical Financial Information Other Than a Financial Report*. We made such enquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances, including:

- enquiry of directors, management and others;
- analytical procedures on the historical information;
- a review of work papers, accounting records and other documents; and
- comparison of consistency in application of the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Connexion Media Limited and MiRoamer Pty Ltd.

The review procedures were substantially less in scope than an audit examination conducted in accordance with Australian Auditing Standards.

Having regard to the nature of the review, which provides less assurance than an audit and to the nature of the historical and pro-forma financial information, this report does not express an audit opinion on the historical and pro-forma financial information included in the Financial Information section of this Prospectus.



Conclusions

Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the historical financial information, as set out in the Financial Information section of this Prospectus, is not presented fairly in accordance with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Connexion Media Limited and MiRoamer Pty Ltd.

Pro-Forma Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe the pro-forma financial information, as set out in the Financial Information section of this Prospectus is not presented fairly in accordance with the transactions outlined in Note 2 to the Financial Information of this Prospectus, nor in accordance with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Connexion Media Limited and MiRoamer Pty Ltd.

Independence

William Buck does not have any interest in the outcome of the listing of the shares, other than in connection with the preparation of this report for which normal professional fees will be received. With the exception of this Investigating Accountant's Report, William Buck was not involved in the preparation of any part of the Prospectus, and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Responsibility

Consent to the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it appears has been given, but should not be taken as an endorsement of the Company or a recommendation by William Buck of any participation in the share issue by any intending investors. At the date of this report our consent has not been withdrawn.

**General Advice Limitation**

This Report has been prepared and included in the Prospectus to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on this information contained in this Report. Before acting or relying on information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Yours faithfully

A handwritten signature in blue ink that reads "William Buck".

William Buck Audit (VIC) Pty Ltd
ABN 59 116 151 136

A handwritten signature in blue ink, appearing to read "J. C. Luckins".

J. C. Luckins
Director

Dated in Melbourne, Australia this 28th day of April, 2014



07 Material Contracts



7 Material Contracts

Set out below is a brief summary of certain contracts which have been entered into by the Company and which have been identified as material and relevant to potential investors. To fully understand all rights and obligations of a material contract it would be necessary to review each contract in full and these summaries should be read in that light.

7.1 DEED OF COMPANY ARRANGEMENT

On 20 September 2013, the Company entered into a deed of company arrangement (**DOCA**) with Giovanni Maurizio Carrello (**Administrator**). The DOCA was fully effectuated on 22 February 2014.

The key conditions of the DOCA were:

- (a) the issue of Shares to convertible loan holders to enable all of the Company liabilities to convertible loan holders to be extinguished, subject to Shareholder approval;
- (b) the issue of Shares to MMH to raise \$200,000 for future use by the Company, subject to Shareholder approval;
- (c) the acquisition of Shares by MMH from a shareholder, subject to Shareholder approval; and
- (d) the extension of the repayment of a previously provided working capital loan and the waiver of any and all of the lender's rights in respect of any current default by the Company under the terms of the loan.

The conditions have previously been satisfied.

7.2 SHARE SALE AGREEMENT

MMH, as the legal and beneficial holder of all of the issued shares in Miroamer, has agreed to sell the Miroamer Shares to the Company. Accordingly, Miroamer will become a wholly owned subsidiary of the Company on completion of the Proposed Transaction. The purchase price for the Miroamer Shares is \$9,000,000, which will be paid by the Company through the issue of 45,000,000 Shares at an issue price of \$0.20 per Share, on a post Consolidation basis.

Completion of the Proposed Transaction is conditional on:

- (a) the passing of Resolutions 1 to 5 (inclusive) at the General Meeting;
- (b) the Company obtaining an opinion from the Independent Expert that the Proposed Transaction is fair and reasonable and in the best interests of Shares and that the Independent Expert does not change that conclusion or withdraw its report before Completion;
- (c) the Company re-complying with Chapters 1 and 2 of the Listing Rules and obtaining written conditional approval from ASX for the re-quotations of Shares; and
- (d) MMH obtaining all shareholder approvals to facilitate the transactions contemplated by the sale agreement, including article 91 of MMH's constitution in relation to the sale of the main undertaking of MMH.

Until the Completion Date, MMH must ensure that Miroamer conducts its business in the normal and ordinary course with due care and in accordance with normal practice (having regard to the nature of the Miroamer business and good commercial practice) and in a manner comparable to which it was conducted for the 12 month period prior to the execution of the sale agreement.

MMH has provided standard warranties in relation to the Miroamer Shares, Miroamer, its business, assets and its financial position. The rights of recourse of the Company under these warranties are subject to a number of limitations and qualifications.

The Shares issued to MMH will be escrowed for 24 months from the date of re-quotations of the Shares on ASX.

7.3 LEAD MANAGER MANDATE LETTER

Pursuant to an engagement letter dated 18 December 2013, the Company appointed Philip Capital Limited to act as lead manager in respect of the Offer.

Philip Capital's primary tasks include:

- (a) developing a marketing and distribution strategy;
- (b) identifying potential institutional and other investors;
- (c) promoting and marketing the Proposed Transaction and Offer including coordinating institutional, investor and broker presentations; and
- (d) using its reasonable endeavours in respect of raising capital under the Offer.

Philip Capital is not an underwriter to the Offer.

The Company will pay the following fees to Philip Capital within 7 days of re-listing on ASX:

- (a) a management fee equal to 2% of the value of the amount raised pursuant to the Offer, of which \$20,000 has been paid and is non-refundable; and
- (b) a capital raising fee equal to 4% of the value of the amount raised pursuant to the Offer.

The Company will also issue 500,000 Shares to Mr Brendan Fogarty (Philip Capital Senior Private Wealth Adviser) for the work he has carried out for the Company and only in respect of potential wholesale investors who may invest in the Offer.

The company must also reimburse Philip Capital for all other costs and out of pocket expenses incurred by Philip Capital in connection with the Proposed Transaction and the Offer, including printing, postage, legal, travel and accommodation expenses.

7.4 MMH LOAN AGREEMENT

Pursuant to a loan agreement dated 17 April 2014, MMH has agreed to make available a loan of up to \$200,000 for use by the Company for the payment of any costs and expenses associated with the Proposed Transaction and the re-quotation of the Shares on the ASX.

The loan is unsecured and repayable on 16 April 2015 (if not prepaid earlier) or if an event of default occurs. An event of default includes a breach of the loan agreement, a breach of any representation or warranty given by the Company in the loan agreement, or the Company being insolvent.

The Company has given standard representations and warranties to MMH in respect of the provision of the loan.

The loan is interest free.

7.5 EXECUTIVE SERVICE AGREEMENTS

(a) George Parthimos – Managing Director and Chief Executive Officer

Commencing on the Re-Compliance Date, Mr Parthimos will be appointed as a Director and to the position of Managing Director and Chief Executive Officer. This role is a full time position. Mr Parthimos will report directly to the Board.

Mr Parthimos will receive a base salary of \$230,000 gross per annum plus superannuation (inclusive of director fees). The base salary will be reviewed by the Board annually in accordance with the Company's policies (which are available on the Company's website).

Other than where Mr Parthimos is considered to have engaged in serious or wilful misconduct or other similar situations, or where Shareholders remove Mr Parthimos as a director in accordance with the Corporations Act or the Constitution, the engagement of Mr Parthimos is terminable on 12 months' notice. The maximum termination payment (including payment in lieu of notice) that may be payable to Mr Parthimos is 12 months base salary, subject to the Corporations Act and the Listing Rules. No termination payment is payable if Mr Parthimos is considered to have engaged in serious or wilful misconduct or other similar situations. On termination of Mr Parthimos' employment, he must resign as an officer of the Company.

(b) Ashley Kelly – Executive Director

In addition to his current role as Director, commencing on the Re-Compliance Date, Mr Kelly will also be appointed to the position of executive director. This role is a part time position of between 10 and 20 hours per week. Mr Kelly will report directly to the Managing Director.

Mr Kelly will receive a base salary of \$90,000 gross per annum plus superannuation (inclusive of director fees). The base salary will be reviewed by the Board annually in accordance with the Company's policies (which are available on the Company's website).

Other than where Mr Kelly is considered to have engaged in serious or wilful misconduct or other similar situations, or where Shareholders remove Mr Kelly as a director in accordance with the Corporations Act or the Constitution, or Mr Kelly is not re-elected following retirement by rotation, the engagement of Mr Kelly is terminable on 12 months' notice. The maximum termination payment (including payment in lieu of notice) that may be payable to Mr Kelly is 12 months base salary, subject to the Corporations Act and the Listing Rules. No termination payment is payable if Mr Kelly is considered to have engaged in serious or wilful misconduct or other similar situations. On termination of Mr Kelly's employment, he must resign as an officer of the Company.

(c) Eric Jiang – Executive Director

In addition to his current role as Director, commencing on the Re-Compliance Date, Mr Jiang will also be appointed to the position of executive director. This role is a part time position of between 10 and 20 hours per week. Mr Jiang will report directly to the Managing Director.

Mr Jiang will receive a base salary of \$90,000 gross per annum plus superannuation (inclusive of director fees). The base salary will be reviewed by the Board annually in accordance with the Company's policies (which are available on the Company's website).

Other than where Mr Jiang is considered to have engaged in serious or wilful misconduct or other similar situations, or where Shareholders remove Mr Jiang as a director in accordance with the Corporations Act or the Constitution, or Mr Jiang is not re-elected following retirement by rotation, the engagement of Mr Jiang is terminable on 12 months' notice. The maximum termination payment (including payment in lieu of notice) that may be payable to Mr Jiang is 12 months base salary, subject to the Corporations Act and the Listing Rules. No termination payment is payable if Mr Jiang is considered to have engaged in serious or wilful misconduct or other similar situations. On termination of Mr Jiang's employment, he must resign as an officer of the Company.

7.6 CONTRACTUAL ARRANGEMENTS WITH GM

Pursuant to a series of contractual arrangements, Miroamer Pty Ltd has been appointed by GM as an Application Development Partner.

Miroamer has agreed to develop an application that meets GM's standards and to submit it to GM for consideration for distribution by GM.

Miroamer will not charge GM, GM affiliated companies or service providers for the installation or download of the miRoamer Application into GM vehicles or GM affiliated company vehicles.

If the miRoamer application is approved by GM for distribution, Miroamer has agreed to pay GM 20% of the revenue generated by the miRoamer application in a GM or GM affiliate vehicle (subject to an initial 6 months of revenue share relief beginning from the availability of the miRoamer application in the GM vehicle). GM has agreed to communicate miRoamer Application content on GM relevant websites and offer training to GM field teams and dealers on the application content in the GM AppShop. Miroamer must provide GM with reasonable marketing support, including marketing materials.

These terms apply for 2 years from the later of either the launch date of a GM vehicle or GM affiliated company vehicle capable of operating the miRoamer Application or the launch of the GM AppShop.

These contractual arrangements are terminable on 30 days written notice by either party.

7.7 MARKETING INTEGRATION AGREEMENT

Miroamer has entered into an agreement with Buddy Platform, Inc. (**Buddy**). Buddy is the developer and owner of a proprietary backend service system which enables developers to develop and operate cloud connected software application for their products for distribution, as well as derive deep contextual analytics for those applications.

Pursuant to the agreement Buddy has agreed to, amongst other things, allow Miroamer to connect and enrol its customers in the Buddy platform.


Buddy will not charge Miroamer for basic access to the Buddy platform. However, Buddy and Miroamer have agreed to certain revenue share arrangements as follows:

- (a) for a Miroamer customer consuming Miroamer's services incorporating the Buddy platform, Buddy will share ten percent (10%) of the net income generated from such customers with Miroamer, for the life of the engagement;
- (b) if Miroamer refers customers directly to Buddy and that customer does not consume Miroamer's services, Buddy will share with Miroamer twenty percent (20%) of the net income generated from the engagement of the customer for a period of 2 years; and
- (c) if a Miroamer customer is directly referred by Buddy, and the engagement is a direct result of such referral, Miroamer will share twenty percent (20%) of the net income generated from the engagement, with Buddy.

The initial term of the agreement is 2 years commencing on 16 April 2014. After the conclusion of the initial term, either party may terminate the agreement on 45 days written notice to the other party.



Sample miRoamer Data Analytics Dashboard.



08 Additional Information



8 Additional Information

8.1 RIGHTS ATTACHING TO SHARES

The shares to be issued under this Prospectus will rank equally with the existing fully paid ordinary shares in the Company.

The rights attaching to shares are set out in the Company's constitution, and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules and general law. The constitution of the Company may be inspected during normal business hours at the registered office of the Company at Level 11, 499 St Kilda Road, Melbourne.

The following is a summary of the principal rights of the holders of ordinary shares of the Company. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's members.

This summary assumes that the Company is admitted to the Official List of ASX.

(a) General meeting and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Company's constitution, the Corporations Act or the Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a share, only the member whose name appears first in the register of members is entitled to vote at a general meeting.

(c) Issues of further shares

The Directors may:

- (i) issue or dispose of shares to any person at any time and on any terms and conditions and having attached to them any preferred, deferred or other special rights or restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors think; and
- (ii) grant to any person an option over shares or pre-emptive rights at any time and for any consideration as they think fit.

The Directors must ensure that the issue of securities following the exercise, conversion or paying up of any security of the Company quoted by ASX is not in any way prevented, delayed or interfered with by the Company except as permitted by the Listing Rules.

(d) Variation of rights

At present, the Company has on issue one class of shares only, namely ordinary shares.

The Company may vary or cancel the rights attaching to any class of shares only if the variation or cancellation is permitted by the Corporations Act and is approved by special resolution of each of the Members holding shares of the relevant class.

The Directors must give written notice of the variation or cancellation to the Members holding the shares of the relevant class within seven days of the variation or cancellation.

(e) Transfer of shares

Subject to the Company's constitution, the Corporations Act and the ASX Listing Rules, ordinary shares are freely transferable.

Subject to the Corporations Act, the ASX Listing Rules or the Operating Rules, Shares are transferable by an instrument of transfer in writing in any usual or common form or in any other form that the Directors approve.

The Board may refuse to register a transfer of shares only if that refusal would not contravene the ASX Listing Rules or the Operating Rules. If the Board refuses to register a transfer, the Company must give the lodging party written notice of the refusal and the reasons for it within 5 business days after the transfer is delivered to the Company. The Board must not register a transfer of shares if the Corporations Act, the ASX Listing Rules or the Operating Rules forbid registration.

(f) Dividends

Subject to the Company's constitution and the Corporations Act, the Board may resolve to pay any dividend it thinks appropriate and fix the time for payment. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share of a class on which the Board resolves to pay a dividend carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

(g) Winding up

Subject to the Company's constitution, the Corporations Act and to the terms of issue of the shares, if the Company is wound up and the property of the Company available is more than sufficient to pay: (i) all the debts and liabilities of the Company; and (ii) the costs, charges and expenses of the winding up, the members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid up on their shares.

(h) Dividend reinvestment and share plans

The Board may adopt and implement dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(i) Directors

The Company's constitution states that the minimum number of Directors is 3.

(j) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the ASX Listing Rules or the Company's constitution, the Board has power to manage the business of the Company and may exercise every right, power or capacity of the Company to the exclusion of the members (except to sell or dispose of the main undertaking of the Company).

8.2 INCENTIVE PLAN

The regulation and tax treatment of employee incentive plans are currently subject to review in a number of respects and accordingly the Directors have taken the view that the Company will not currently implement an employee incentive plan. As the Company's activities develop and any new regulations are implemented, the implementation of an incentive plan will be given further consideration to ensure that the relationship between the Company (and its related entities) and its employees is enhanced for their long-term mutual benefit.

8.3 DIRECTORS' INTERESTS AND BENEFITS

Other than as set out below, in Section 3 or elsewhere in this Prospectus, no Director or proposed Director of the Company, and no firm in which a Director or proposed Director of the Company is a partner, holds, or held at any time during the last 2 years before the date of this Prospectus, 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 Offer, or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or proposed Director of the Company:

- (a) to induce them to become, or to qualify them as, a Director; or
- (b) for services rendered by them in connection with the formation or promotion of the Company or in connection with the Offer.

Perpetual Consulting Group Pty Ltd is being issued 7,500,000 Shares as consideration for the promotional services it has (and will) provide to the Company in connection with the Offer. The issue of these Shares was approved by Shareholders at the General Meeting held on 22 April 2014. These Shares are being issued at an effective cost of \$1,500,000. Directors, Mr George Karafotias and Mr Eric Jiang are both directors and shareholders of Perpetual Consulting Group Pty Ltd.

8.4 INTERESTS OF OTHER PERSONS

Other than 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, and no promoter of the Company or stockbroker to the Offer holds, or held at any time during the last 2 years before the date of this Prospectus, 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 Offer, or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of the Company or in connection with the Offer.

8.5 EXPENSES OF THE OFFER

The total expenses of the Offer payable by the Company are estimated at approximately \$200,000 excluding lead manager fees. These expenses include investigating accountants' fees, legal fees, printing, advertising and other miscellaneous expenses, in particular:

- (a) William Buck have acted as Independent Accountants to the Offer and have prepared an Independent Accountants' Report. William Buck have or will receive approximately \$12,000 for these services.
- (b) Kelly Hazell Quill have or will receive professional fees of approximately \$150,000 for legal work undertaken by them in connection with the Offer and this Prospectus.

In addition, Philip Capital will receive fees in aggregate equal to 6% of the amount raised pursuant to the Offer (plus GST). If the minimum subscription amount of \$3,000,000 is raised, Philip Capital will receive fees of \$180,000. If the full amount of \$6,000,000 is raised, Philip Capital will receive fees of \$360,000.

8.6 CONSENTS

William Buck have given its written consent to being named as investigating accountant in this Prospectus and to the inclusion of the Investigative Accountant's Report in Section 6 in the form and context in which the report is included. William Buck have not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Each of the following has consented to being named in this Prospectus in the capacity as noted below and have not withdrawn such consent prior to lodgement of this Prospectus with ASIC:

- (a) Kelly Hazell Quill as legal advisors to the Company;
 - (b) Philip Capital as lead managers to the Offer;
 - (c) Boardroom Pty Ltd as the Company's share registry; and
 - (d) William Buck Audit (Vic) Pty Ltd as auditor of the Company,
- but, except as expressly noted in this Prospectus, each of the above parties:
- (e) has not authorised or caused the issue of this Prospectus;
 - (f) does not make, or purport to make, any statement in this Prospectus other than as specified in this section;

(g) has not made any statement on which a statement in this Prospectus is based, other than as specified in this section; and

(h) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus other than the reference to its name and the statement (if any) included in this Prospectus with the consent of that party as specified in this section.

8.7 LEGAL PROCEEDINGS

The Directors are not aware of any litigation of a material nature pending or threatened which may significantly affect the business of the Company.

8.8 TAXATION

The acquisition and disposal of Shares in the Company will have tax consequences, which will differ depending on the individual circumstances of each investor. All potential investors in the Company are urged to obtain independent professional financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. It is the sole responsibility of potential Applicants to inform themselves of their taxation position resulting from participation in the Offer.

The Directors do not consider that it is appropriate to give potential Applicants advice regarding taxation matters and consequences of applying for Shares under this Prospectus, as it is not possible to provide a comprehensive summary of all the possible taxation positions of potential Applicants.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to any taxation consequences to investors of subscribing for Shares under this Prospectus.

8.9 ELECTRONIC PROSPECTUS

Potential investors can obtain a copy of this Prospectus on the Company's website at www.connexionmedia.com.au. If you access an electronic copy of this Prospectus, you should read the entire Prospectus.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application moneys received will be dealt with in accordance with section 722 of the Corporations Act.

8.10 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Company's constitution; and
- (c) the consents referred to in Section 8.6 of this Prospectus.

8.11 DIRECTOR'S STATEMENT

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board.

Dated 28 April 2014



Mr Ashley Kelly,
Director

09 Glossary

9 Glossary

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

\$ or A\$	Australian dollars.
Administrator	The recent administrator of the Company, Giovanni Maurizio Carrello.
App	A software application that is designed to run on mobile devices.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.
ASX Listing Rules or Listing Rules	The official listing rules of ASX.
ASXS	ASX Settlement Pty Ltd (a wholly owned subsidiary of ASX).
ASXS Settlement Rules	The operating rules of ASXS.
Applicant	A person who submits an Application Form.
Application	A completed Application Form submitted to and received by the Company accompanied by Application Monies.
Application Form	The application form which accompanies this Prospectus (and includes a copy of the application form printed from the website at which Electronic Prospectus is located) relating to the Offer.
Board or Board of Directors	The board of directors of the Company.
Business Day	A week day when trading banks are ordinarily open for business in Melbourne, Victoria.
Capital Raising	The capital raising the subject of this Prospectus.
Chapter	A chapter of the ASX Listing Rules.
CHESS	Clearing House Electronic Subregister System.
Closing Date	The closing date of the Offer as set out in Section 1.4.
Company or Connexion	Connexion Media Limited (ACN 004 240 313).
Conditions of the Offer	Has the meaning given in Section 1.3.
Constitution	The constitution of the Company.
Consolidation	The consolidation of the Shares existing as at the date of the General Meeting on a 1 for 100 basis (rounded up to the nearest whole number).
Corporations Act	<i>Corporations Act 2001 (Cth)</i> .
Deed Administrator	The administrator of the DOCA, being the Administrator.
DOCA	The deed of company arrangement entered into between the Administrator and the Company on or about 20 September 2013.
Directors	The directors of the Company.
Electronic Prospectus	The electronic copy of this Prospectus located at the Company's website at www.connexionmedia.com.au .

EST	Eastern Standard Time, being the time in Melbourne, Victoria.
General Meeting	The general meeting of Shareholders held on 22 April 2014.
GM or General Motors	General Motors Holdings, LLC a Delaware limited liability company.
Investigating Accountant or William Buck	William Buck Audit (Vic) Pty Ltd (ACN 116 151 136).
Investigating Accountant's Report	The report of the Investigating Accountant set out in Section 6.
Lead Manager	Philip Capital.
Material Contracts	The contracts summarised in Section 7.
Miroamer	Miroamer Pty Ltd (ACN 129 707 026).
MMH or Mi Media	Mi Media Holdings Limited (ACN 130 028 063).
Notice of General Meeting	The notice of general meeting for the General Meeting.
Offer	The offer of Shares for subscription under this Prospectus.
Official List	The official list of ASX.
Operating Rules	The business rules of the securities clearing house issued by ASX Settlement and Transfer Corporation Pty Ltd.
Phillip Capital	Phillip Capital Limited (ACN 002 918 247).
Proposed Directors	The persons anticipated to become Directors on completion of the Proposed Transaction.
Proposed Transaction	The acquisition by the Company of 100% of the issued shares of Miroamer.
Prospectus	This prospectus.
Quotation	Quotation of the Shares on the Official List.
Re-Compliance Date	The date the suspension of trading is lifted and the Company's securities commence trading again on ASX, anticipated to be on or around 12 June 2014.
Resolution	A resolution put to the General Meeting.
Section	A section of this Prospectus.
Shareholder	A holder of Shares.
Share Registry	Boardroom Pty Ltd (ACN 003 209 836).
Share Sale Agreement	The agreement in respect of the Proposed Transaction summarised in Section 7.2.
Shares	Ordinary shares in the capital of the Company.
US Persons	The meaning given to that term by regulations made under the US Securities Act 1993 (as amended).



10 Application Form



CONNEXION

Connexion Media Limited

ABN 68 004 240 313

Broker Reference – Stamp Only

Application form

Broker Code

Advisor Code

Fill out this Application form if you wish to apply for Shares in Connexion Media Limited.

- Please read the Prospectus dated 28 April 2014.
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

Offer Closes 5.00pm 28 May 2014

A Number of shares you are applying for

x \$0.20 per share =

B Total amount payable

Minimum of 10,000 Shares to be applied for, and thereafter in multiples of 1,000 Shares.

C Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

E CHESS participant – Holder Identification Number (HIN)

Important please note if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

G Cheque payment details – PIN CHEQUE(S) HERE

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque

Cheque No.

BSB No.

Account No.

Cheque Amount A\$

H Contact telephone number (daytime/work/mobile)

I Email address

By submitting this Application form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Connexion Media Limited (the Company). I/We was/were given access to the Prospectus together with the application form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.
These instructions are cross-referenced to each section of the Application Form.

Instructions

- A. If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than 10,000 and then in multiples of 1,000. Multiply by \$0.20 AUD to calculate the total for Shares and enter the **\$amount** at B.
- C. Write your **full name**. Initials are not acceptable for first names.
- D. Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
NB: your registration details provided must match your CHESS account exactly.
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Complete **cheque details** as requested. Make your cheque payable to **Connexion Media Limited**, cross it and mark it **"Not negotiable"**. Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- I. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

Correct Forms of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Mailing address:

Connexion Media Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

Connexion Media Limited
C/- Boardroom Pty Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Limited on 1300 737 760.

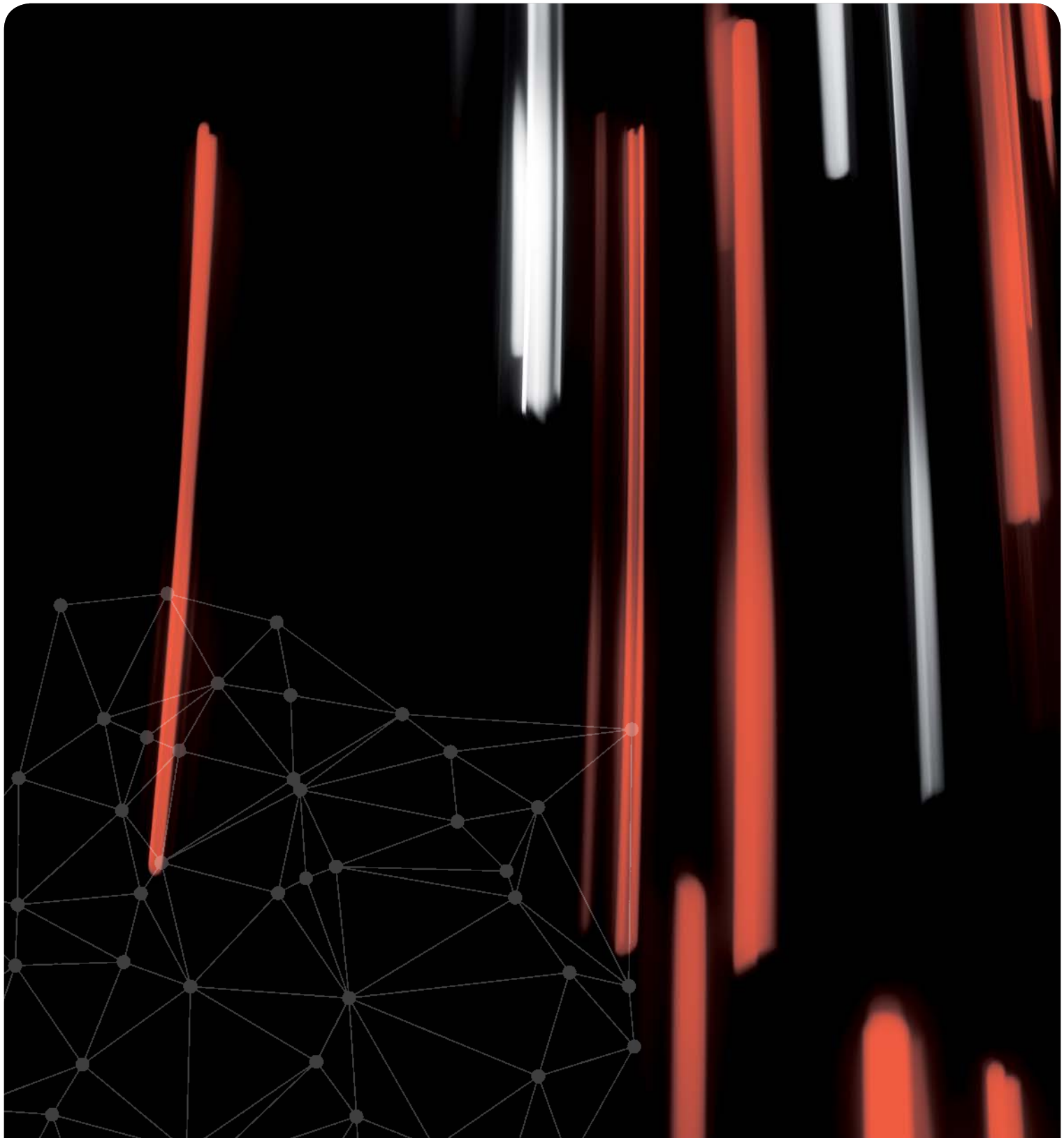
Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/Privacy.html>).

Corporate Directory

Company	Current Officers	Proposed Officers
Connexion Media Limited (formerly ECSI Limited) ABN 68 004 240 313	Mr George Karafotias (Executive Chairman and Company Secretary) Mr Ashley Kelly (Executive Director) Mr Eric Jiang (Executive Director)	Mr John Conomos (Non-Executive Chairman) Mr George Parthimos (Managing Director and CEO) Mr Sean Habgood (Non-Executive Director) Mr Ashley Kelly (Executive Director) Mr Eric Jiang (Executive Director) Mr George Karafotias (Company Secretary)
Contact Details	Current ASX Code	Proposed New ASX Code
Level 11, 499 St Kilda Road Melbourne VIC 3004 Fax: 03 9866 5859 Phone: 03 9866 7889 Website: www.connexionmedia.com.au	ECS	CXZ
Legal Advisor	Investigating Accountant	Lead Manager
Kelly Hazell Quill Lawyers Level 15, 440 Collins Street Melbourne VIC 3000	William Buck Audit (Vic) Pty Ltd Level 20, 181 William Street Melbourne VIC 3000	Phillip Capital Limited Level 12, 15 William Street Melbourne VIC 3000 Toll Free: 1800 214 264 AFSL 246827
Share Registry	Auditor	
Boardroom Pty Limited Level 7, 207 Kent Street Sydney NSW 2001 Fax: 1300 653 459 Phone: 1300 737 760 (within Australia) +61 2 9290 9600 (outside Australia)	William Buck Audit (Vic) Pty Ltd Level 20, 181 William Street Melbourne VIC 3000	



CONNEXION

www.connexionmedia.com.au

