



## **2011 NOTICE OF ANNUAL GENERAL MEETING**

**MOBILE EMBRACE LIMITED ABN 24 089 805 416**

Notice is hereby given that the Annual General Meeting of Mobile Embrace Limited (the "Company") will be held at:

The Bayview Boulevard Sydney  
Stanley Room,  
Level 2, 90 William Street  
Sydney NSW 2011  
On Friday 25 November 2011  
At 10.00am (Sydney time).

## AGENDA

### ORDINARY BUSINESS

#### Item 1 – Statements and Reports

To receive and consider the Annual Financial Report, together with the reports and statements of the Directors and of the Auditor for the financial period ended 30 June 2011.

Note: There is no requirement for shareholders to approve these reports.

#### Item 2 – Remuneration Report

To adopt the Remuneration Report set out in the Directors' Report for the year ended 30 June 2011.

Notes:

- This Resolution is advisory only, and does not bind the Directors or the Company.
- The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- If 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the CEO) must go up for re-election.

Please note that the vote on Item 2 is put to Shareholders to allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report which is included in the Directors' Report forming part of the Annual Report. For those Shareholders who did not receive the Annual Report, it is available on the Company's website.

A Voting Prohibition Statement for this Item is set out below:

A vote on Item 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such member.

However, a person described above may cast a vote on Item 2 if:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Item 2; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

#### Item 3 – Re-election of Director

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

That Gavin Whyte, a Director retiring in accordance with Rule 6.4 of the Company's constitution, being eligible is re-elected as a Director of Mobile Embrace Limited.

Notes:

- The non-candidate directors unanimously support the re-election of Mr Gavin Whyte.
- The Chairman of the meeting intends to vote undirected proxies in favour of Mr Gavin Whyte's re-election

### SPECIAL BUSINESS

#### Item 4: Approval of issue of shares

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

"That for the purposes of Listing Rule 7.1 of the Listing Rules of the Australian Securities Exchange Limited and for all other purposes, approval is given for the Company to issue fully paid ordinary shares at a price no less 80% of the average market price for ordinary shares calculated over the last five days on which sales of shares are recorded before the issue date to raise up to \$1.5 million and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

A Voting Exclusion Statement for Item 4 is set out below:

The Company will disregard any votes cast on Item 4 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the ordinary capacity of a holder of securities, if the resolution is passed, and by an associate of any of those parties, who are excluded from voting as provided for in Listing Rules 7.1 and 14.11.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### Item 5: Ratification of issue of options

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

"That for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange Limited, and for all other purposes, subsequent approval is given for the issue of 4,800,000 options to Auster Capital Partners LLC on the terms and conditions as summarised in the Explanatory Notes "

A Voting Exclusion Statement for Item 5 is set out below:

The Company will disregard any votes cast on Item 5 by Auster Capital Partners LLC and any of its associates.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### Item 6: Ratification of issue of shares

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

"That for the purposes of Listing Rules 7.1 and 7.4 of the Listing Rules of the Australian Securities Exchange Limited, and for all other purposes, subsequent approval is given for the issue of up to 24,000,000 shares to professional and/or sophisticated investors on the terms and conditions as summarised in the Explanatory Notes "

A Voting Exclusion Statement for Item 6 is set out below:

The Company will disregard any votes cast on Item 6 by any person who participates in the issue of shares and any of their associates, and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any of their associates.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### NOTES:

##### Determination of entitlement to attend and vote

For the purposes of the meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7.00pm Sydney time on Wednesday 23 November 2011.

## Proxies

If you are a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a shareholder of the Company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies neither proxy may vote on a show of hands.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

To record a valid vote members will need complete and lodge the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it) at: the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, Australia or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), no later than 10.00am Sydney time on Wednesday 23 November 2011.

You can also vote online at [www.investorvote.com.au](http://www.investorvote.com.au) by entering your Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed Proxy Form.

If you choose to appoint a proxy, you are encouraged to direct your proxy vote how to vote on Item 2 (Remuneration Report) by marking either "For", "Against" or "Abstain" for each of those items of business.

If you sign the enclosed Proxy Form and do not mark the box in Step1, you will have appointed the Chairman of the meeting as your proxy.

In that case your shares will not be voted on Item 2 (Remuneration Report) unless you direct the Chairman of the meeting as your proxy how to vote by marking the appropriate box in Step 2 of the Proxy Form.

Shareholders may arrange to receive shareholder information electronically, or obtain a replacement or second proxy form, by contacting Computershare on 1300 556 161 within Australia or +61 3 9415 4000 outside Australia or go to [www.computershare.com](http://www.computershare.com) Investor Centre. Custodian voting - For Intermediary Online subscribers only please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## How the Chairman of the meeting will vote undirected proxies

The Chairman of the meeting will vote undirected proxies on, and in favour of, all the proposed resolutions, except for Item 2 (Remuneration Report). Any undirected proxies held by the Chairman of the meeting will not be voted on Item 2 (Remuneration Report).

Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct him how to vote on Item 2 (Remuneration Report) if you want your shares to be voted on that item of business.

## Proxies that are undirected on Item 2 (Remuneration Report)

If you appoint the Chairman of the meeting as your proxy and do not direct him how to vote on Item 2 (Remuneration Report), he will not vote your proxy on that item of business. The same will apply if you appoint any other director of Mobile Embrace Limited, any other of its key management personnel or any of their closely related parties. Key management personnel of Mobile Embrace Limited are the directors of Mobile Embrace Limited and those other persons having authority and responsibility for planning, directing and controlling the activities of Mobile Embrace Limited directly or indirectly. The Remuneration Report identifies Mobile Embrace Limited's key management personnel for the financial year ended 30 June 2011.

## Admission to meeting

Shareholders who will attend the Mobile Embrace Limited Annual General Meeting and who will not appoint a proxy are asked to bring the proxy form

(if they have one) to the meeting to help speed admission. Shareholders who do not plan to attend the meeting are encouraged to complete and return a proxy form for their holdings of Mobile Embrace Limited shares.

## Joint holders

In the case of shares held by joint holders, one of the joint holders may vote and if more than one joint holder is present and voting at the meeting, only the vote of the joint holder whose name appears first in the register may be counted.

## Quorum

The Company constitution provides that five members or members present in person representing at least 10% of the voting shares constitutes a quorum.

## Questions and comments by shareholders at the meeting

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders at the meeting to ask questions about, or make comments on, the management of the Company. Similarly, a reasonable opportunity will also be given to shareholders at the meeting – as a whole – to ask MNSA, Mobile Embrace's auditor, or their representative, questions relevant to the conduct of the audit, the preparation and content of the auditors report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Written questions for MNSA relevant to the conduct of the audit and the preparation and content of the auditors report must be received no later than 5.00pm Sydney time on Wednesday 23 November 2011 at Computershare (at the address or fax number for lodgment of proxy) or be sent to the Company Secretary of Mobile Embrace at Level 10, 100 William Street, Darlinghurst, NSW, 2011 or by email to [paul.jeronimo@mobileembrace.com](mailto:paul.jeronimo@mobileembrace.com). A list of written questions to the auditor will be available at the meeting.

## EXPLANATORY NOTES

### 1. TO RECEIVE AND CONSIDER THE REPORTS FOR THE YEAR ENDED 30 JUNE 2011.

As required by section 317 of the Corporations Act 2001 (Cth) ("Corporations Act") the financial report, Directors' Report, and Auditors' Report of Mobile Embrace Limited (the "Company") for the financial year ended 30 June 2011 will be laid before the meeting. There is no requirement for a formal resolution on this item, and accordingly, this item is excluded from the proxy form. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. Please note that an online version of the Company's 2011 Annual Report can be downloaded or viewed at [www.mobileembracecorporate.com](http://www.mobileembracecorporate.com).

### 2. TO ADOPT THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2011.

As required by section 300A of the Corporations Act, the Directors' report includes a section entitled "Remuneration Report". A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their annual general meeting.

Under the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies. Under the Corporations Act, if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the CEO) must go up for re-election. Mobile Embrace encourages all shareholders to cast their vote on Item 2 (Remuneration Report).

Voting on Item 2 (Remuneration Report) will be determined by a poll at the meeting rather than a show of hands. Shareholders and proxy holders attending the meeting will be provided with poll voting cards. Shareholders not attending the meeting may use the enclosed proxy Form to lodge their vote directly.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Item 2 (Remuneration Report).

In summary, the Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and key management personnel of the Company;
- discusses the link between the Board's policies and the Company's performance; and
- sets out remuneration details for each director and for each member of Mobile Embrace's senior executive management team.

### 3. RE-ELECTION OF DIRECTOR

Rule 6.4 of the Company constitution requires that one-third of the non-Executive Directors in office, must retire from office. A retiring Director is eligible for re-election.

Being eligible, Mr Gavin Whyte offers himself for re-election to the Board at the meeting.

A director of the company since December 2005, Mr Whyte brings a wealth of global experience in the mobile entertainment media industry to the company.

Mr Whyte is currently CEO and a Co-Founder of Rework London Limited. Rework is a new mobile performance marketing business based in central London. Rework finds new customers and builds loyalty for companies through its mobile site rewardrobin.com.

Mr Whyte was previously CEO and a Co-Founder of Touch Mobile Limited. Touch Mobile was a mobile gaming start-up, specialising in skill gaming and lotteries. The company acquired the skill gaming assets of NetPlay TV Mobile Limited in late 2010 and Touch was sold to Keyser Holdings in May 2011.

Mr Whyte is a member of the nomination and remuneration committee.

The Board (other than Mr Whyte) unanimously recommends that shareholders vote in favour of Mr Whyte's re-election.

### 4. APPROVAL OF ISSUE OF SHARES

The Company is seeking shareholder approval pursuant to Resolution 4 to raise an additional \$1.5 million. These funds will be primarily used to fund the commercialisation of the business-to-business division.

Shareholders approved a capital raising of \$1.5 million at the Extraordinary General Meeting held on 30 June 2011. This approval expires on 30 September 2011. Approval is now being sort to re-instate this. Shareholders should note that none of the \$1.5 million capacity for capital raising that was approved on 30 June 2011 was used.

Listing Rule 7.1 provides that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with the prior approval of members of the company in a general meeting of the terms and conditions of the proposed issue.

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- a. the Company may issue a maximum number of ordinary Shares that equals \$1.5 million divided by the issue price calculated in accordance with paragraph (c) below;
- b. the allottees of the securities will be professional or sophisticated investors (as defined in the Corporations Act) and / or strategic investors;
- c. the issue price of the Shares will not be less than 80% of the average market price for ordinary shares in the Company. The average market price is calculated over the last five days on which sales in the securities were recorded before the day on which the issue was made;
- d. the securities will be issued no later than three months after the date of the Meeting (or such later date as determined by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that allotment will occur on one date;
- e. the Shares will be ordinary Shares in the Company and they will rank equally with the existing ordinary Shares on issue; and

f. the funds raised from the issue of Shares will be applied in the following proportions:

1. \$500,000 to retire debt; and
2. \$1,000,000 to fund working capital requirements.

The Directors recommend that the shareholders vote in favour of Resolution 4.

### 5. RATIFICATION OF ISSUE OF OPTIONS

Resolution 5 seeks shareholder ratification of the issue of 4,800,000 issued options pursuant to Auster Capital LLC (ACP) as part consideration for ACP providing Mobile Embrace Limited with a lending facility of up to \$600,000, in conjunction with a fixed and floating charge over the assets of the Company.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by ASX Listing Rule 7.1 at the time of issue. The effect of such ratification is to restore the Company's ability to issue further shares of up to 15% of the issued capital of the Company without requiring shareholder approval.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- a. The number of new options issued was 4,800,000;
- b. The options were issued for nil price and have an exercise price of 2.5 cents per option;
- c. The terms of the new options were that the options rank equally with existing options issued by the Company;
- d. The options were issued to Auster Capital Partners LLC who is not a related party of the Company;
- e. No funds were received from the issue of the options;
- f. A voting exclusion statement is included in the Notice; Auster Capital LLC and of its associates are excluded from voting on this resolution.

The key terms and conditions of the options are summarised below:

#### Exercise Period and Expiry Date

Options may be exercised at any time from 1 March 2012 to 5.00pm (Sydney time) on 31 August 2014. Options not exercised by that date will lapse.

#### Exercise Price

Each Option entitles the holder to acquire one fully paid ordinary share in the capital of the Company on payment of the sum of \$0.025 per option to the Company.

#### Shares Issued on Exercise of options

Shares to be issued pursuant to the exercise of options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares. Application will be made for quotation of the Shares issued upon exercise of options. The options will not be quoted.

#### Adjustment to Number of Outstanding Options

Any adjustment to the number of options under a re-organisation of the Company's share capital must be made in accordance with the Listing Rules.

#### Adjustment to the Exercise Price

Any adjustment to the Exercise Price under a re-organisation of the Company's share capital must be made in accordance with the Listing Rules.

#### Bonus and Cash Issues

On a bonus Date, each Option immediately confers on ACP the right:

- (i) to receive on exercise of those Outstanding Options not only the allotment of 1 Ordinary Share for each of the Outstanding Options exercised but also an allotment or issue of such additional shares or other securities as if ACP participated in that bonus issue in respect of a holding of Ordinary Shares of a number equal to the Ordinary Shares that would have been allotted to ACP had it exercised those Outstanding Options immediately before that Bonus Date; and
- (ii) to have profits or reserves, as the case may be, applied in paying up in full those additional shares or other securities.

Other than as allowed under this rule, the Options do not entitle ACP participate in any new issue of securities of the Company or any other Company, except in the capacity as a shareholder following exercise of the Options.

The Directors recommend that the shareholders vote in favour of Resolution 5.

## **6. RATIFICATION OF ISSUE OF SHARES**

Resolution 6 seeks shareholder ratification of the issue of shares which is anticipated to take place after the date of this Notice of Meeting, but before the date that the AGM is held. As such, Resolution 6 seeks shareholder ratification of the issue of up to 24,000,000 shares expected to be issued to professional and/or sophisticated investors.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by ASX Listing Rule 7.1 at the time of issue. The effect of such ratification is to restore the Company's ability to issue further shares of up to 15% of the issued capital of the Company without requiring shareholder approval. The issue of securities for which ratification is sought will not breach ASX Listing Rule 7.1.

ASX Listing Rules 7.3 and 7.5 contain certain requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rules 7.1 and 7.4 and the following information is included in this Explanatory Statement for that purpose:

- a. The number of new shares issued is expected to be up to 24,000,000 shares;
- b. The price at which the new shares will be issued will be announced when the shares are issued, however will be at least 80% of the average market price for securities in that class, as calculated over the last five days on which sales in the securities were recorded before the day on which the issue is made per the requirement of ASX listing rule 7.3.3;
- c. The terms of the new shares will be that the shares rank equally with existing fully paid shares issued by the Company;
- d. The allottees of the securities will be professional or sophisticated investors (as defined in the Corporations Act) and / or strategic investors who are not related parties of the Company;
- e. The intended use of the funds is for working capital requirements; and
- f. A voting exclusion statement is included in the Notice, a person who will participate in the issue of the shares and any associate of that person, and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any of their associates. is excluded from voting on this resolution.

As the shares are expected to be issued after the date of this Notice of Meeting but before the AGM, the Company will provide final details of the share issue to the ASX at the time the issue is completed, and also at the AGM. In any event, the shares will be issued no later than 3 months after the date of the meeting. If this resolution is not passed, any shares issued will count towards the Company's 15% capacity under ASX Listing Rule 7.1.

If you have any queries, please contact the Company Secretary on + 61 2 9360 3385.

By order of the Board.



Paul Jeronimo  
Company Secretary  
24 October 2011

**Lodge your vote:****Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 AustraliaAlternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)**For all enquiries call:**(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000000001 000 MBE  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)****Cast your proxy vote****Access the annual report****Review and update your securityholding****Your secure access information is:****Control Number: 999999****SRN/HIN: 1999999999****PIN: 99999****PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential. **For your vote to be effective it must be received by 10:00am (Sydney time) Wednesday 23 November 2011**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Mobile Embrace Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Mobile Embrace Limited to be held at The Bayview Boulevard Sydney, Stanley Room, Level 2, 90 William Street, Sydney NSW 2011 on Friday, 25 November 2011 at 10:00am (Sydney time) and at any adjournment of that meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business other than in respect of Item 2, where the company has determined that the Chairman is unable to do so.

## STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval of re-election of Mr Gavin Whyte as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS


Item 4 Approval of issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Ratification of issue of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Ratification of issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business other than in respect of Item 2, where the company has determined that the Chairman is unable to do so.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<b>Individual or Securityholder 1</b> <input type="text"/> Sole Director and Sole Company Secretary	<b>Securityholder 2</b> <input type="text"/> Director	<b>Securityholder 3</b> <input type="text"/> Director/Company Secretary
---	---	---

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_



000001 000 MBE  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Mobile Embrace Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Paul Jeronimo**  
Company Secretary