



**m2m Corporation Limited**  
ABN 34 006 648 835

6<sup>th</sup> May 2009

**THE MANAGER  
COMPANY ANNOUNCEMENTS OFFICE  
ASX LIMITED**

c/- KR Corporate Compliance Pty Ltd  
Level 2, 90 William Street,  
Melbourne Australia 3000  
Telephone +61 3 9605 5917  
Facsimile +61 3 9605 5928

Dear Sir

**re: m2m CORPORATION LIMITED  
ISSUE OF SHARES**

Further to the Company's announcement on 28 April 2009 to the Exchange advising of firm commitments to raise new equity capital of A\$510,000.00 by way of the placement of 170 million new shares to professional investor clients of Melbourne Capital Limited. Having now received cleared funds the Board of Directors has today authorised the issue of 170 million new ordinary fully paid shares.

Attached for release to the market is an Appendix 3B covering the above allotment of 170 million new shares together with a Section 708A Notice.

For further information, please contact:

Executive Chairman, Ian Clarkson on 0438 399 751 or  
CEO, Peter Saunders on 0416 228 404

Yours faithfully  
m2m Corporation Limited

A handwritten signature in black ink, appearing to read 'Mourice Garbutt', written over a horizontal line.

per Mourice Garbutt  
Company Secretary

m2m asx\3b 170 m shares 06 05 09

### **About m2m Corporation Limited**

m2m Corporation Limited (ASX: MCL) ("m2m" or "the Company") is an ASX-listed technology investment company. The Company has active investments in Telecommunications and Broadband Telephony, Online Portal and Software Development and Digital Video. ([www.m2mcorp.com.au](http://www.m2mcorp.com.au))

# Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

**Name of entity**

**m2m CORPORATION LIMITED**

**ABN**

**34 006 648 835**

We (the entity) give ASX the following information.

### Part 1 - All issues

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

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | ORDINARY   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 170,000,000  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Issue of new shares to professional investor clients of Melbourne Capital Limited to raise equity capital to continue the Company's development – refer Item Part 1.6 below. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>						
<p>5 Issue price or consideration</p>	<p>Issue Price of A\$0.003 a share for a total consideration of \$510,000.00</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Working Capital to implement the Company's existing business strategy and plans together with any other actions arising from the ongoing review of existing business units</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>06 May 2009</p>						
<p>8 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="791 1346 1031 1379">Number</th> <th data-bbox="1031 1346 1334 1379">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="791 1379 1031 1447">1,317,205,551</td> <td data-bbox="1031 1379 1334 1447">ORDS ("MCL")</td> </tr> <tr> <td data-bbox="791 1447 1031 1563">29,729,249</td> <td data-bbox="1031 1447 1334 1563">OPTIONS ("MCLO") – February 2010 (20 cent)</td> </tr> </tbody> </table>	Number	+Class	1,317,205,551	ORDS ("MCL")	29,729,249	OPTIONS ("MCLO") – February 2010 (20 cent)
Number	+Class						
1,317,205,551	ORDS ("MCL")						
29,729,249	OPTIONS ("MCLO") – February 2010 (20 cent)						
<p>9 Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="791 1606 1031 1639">Number</th> <th data-bbox="1031 1606 1334 1639">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="791 1639 1031 1774">500,000</td> <td data-bbox="1031 1639 1334 1774">OPTIONS ("MCLAI") – April 2010 (30 cent)</td> </tr> </tbody> </table>	Number	+Class	500,000	OPTIONS ("MCLAI") – April 2010 (30 cent)		
Number	+Class						
500,000	OPTIONS ("MCLAI") – April 2010 (30 cent)						
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>All ordinary shares rank equally</p>						

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+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the +securities will be offered  |  |
| 14 | +Class of +securities to which the offer relates  |  |
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

**Part 3 - Quotation of securities**

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

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+ See chapter 19 for defined terms.

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



6 th May 2009

Sign here: .....Date: .....  
(Company secretary)

MOURICE R GARBUTT

Print name: .....

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ABN 34 006 648 835

6th May 2009

**THE MANAGER  
COMPANIES ANNOUNCEMENTS OFFICE  
ASX LIMITED**

c/- KR Corporate Compliance Pty Ltd  
Level 2, 90 William Street,  
Melbourne Australia 3000  
Telephone +61 3 9605 5917  
Facsimile +61 3 9605 5928

Dear Sir

**re: Notice under Section 708A Corporations Act 2001 (Cth) (Act)**

The Board of Directors has today placed 170,000,000 new ordinary fully paid shares to professional investor clients of Melbourne Capital Limited.

The Company gives notice to ASX Limited (as the relevant market operator) under Section 708A(5)(e) of the Act that:

- 1 the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;
- 2 as at the date of this notice, the Company has complied with:
  - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
  - (b) Section 674 of the Act; and
- 3 as at the date of this notice, there is no information to be disclosed which is excluded information as defined by Section 708A (7) of the Act.

Yours faithfully  
m2m Corporation Limited

A handwritten signature in black ink, appearing to read 'Mourice Garbutt'.

per Mourice Garbutt  
Company Secretary  
m2m\asx\cleansing notice 06 05 09