1 May 2018

SHARE PURCHASE PLAN

Dear Shareholder,

The expansion of your company into children's wearable devices, with the launch of SPACETALK, our all-in-one children's Smartphone, Watch and GPS device, in October last year, has proven to be a very good decision. This move has triggered a new era of growth and opportunity for your company.

Feedback from customers has been excellent, as can be seen on the AllMyTribe Facebook page and website (www.allmytribe.com). Parents are impressed with the quality of build, reception and just how well the whole system works. This is testament to the three long, hard and gruelling years your company has spent developing this watch – which was funded entirely from company existing cashflows.

SPACETALK solves the key problem faced by all parents with young children – how to provide them with a smartphone to stay connected and safe – but without exposing them to the potential dangers of social media, apps, YouTube and other such services.

Since launch, your company has achieved strong online sales in Australia through our own website. Online sales continue to grow, and the company is on the cusp of expanding its sales and distribution through bricks and mortar retailers in Australia.

INTERNATIONAL EXPANSION

Based on the strong sales and positive feedback leading up to Christmas, the company decided to exhibit SPACETALK in March this year at the Mobile World Congress in Barcelona – the largest and most significant exhibition for the mobile industry, attended by over 100,000 delegates from around the globe.

Global industry feedback and interest were overwhelmingly strong and enthusiastic, with SPACETALK being seen as the first and only children's smartphone watch available globally that works.

It's become obvious that SPACETALK is a new device that large consumer electronics retailers and mobile phone operators from around the world can really get behind and sell with confidence to build new revenue streams and markets.

Currently, no one is responsibly selling smartphones or SIM services to children in the 5 to 12 age range. By selling SPACETALK, retailers and mobile network operators can create new revenue streams that doesn't displace any revenue from their existing product sales, and provide a great, age-appropriate smart device.

SECURITY AND PRIVACY

SPACETALK has been independently verified by leading international cyber security experts who say it can't be hacked, and has world's best practice security and privacy features built in. It will also meet the upcoming strict European GDPR privacy regulations.

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THE OPPORTUNITY AHEAD

It's becoming clear that the commercial opportunity for SPACETALK and the company's accompanying AllMyTribe IoT Platform is proving to be significantly greater than anticipated.

I believe it's very important that the company moves quickly to take full advantage of the excellent opportunity right on our doorstep, and increase the resources required to do so.

As such, your board has decided to undertake a capital raising – its first significant one in over a decade – to increase the company's resources and potentially 'slingshot' the company into a faster growth trajectory.

PLACEMENT AND SHARE PURCHASE PLAN

On April 18th 2018, the company announced a $1.5 million capital raising, by way of an Institutional Placement of 750,000 fully paid ordinary shares at $1.00 per share to raise $750,000, plus a share purchase plan (SPP) at $1.00 per share to raise up to $750,000 from existing shareholders.
Your board is writing to you today with an offer to participate in a partially underwritten SPP which entitles all shareholders to apply for parcels of new shares in MGM Wireless valued at $1,000, $2,500, $5,000, $7,500, $12,000 and $15,000. If demand for the SPP exceeds $750,000, then the company reserves the right to close the SPP early and scale back applications or elect to increase the amount raised under the SPP. If a scale back occurs, the Company will refund any excess application money to eligible shareholders (without interest).

At the company's current low capitalisation value (circa $10 million), this capital raising at $1 per share is an opportunity for existing shareholders to further invest in your company on attractive terms.

The Company is pleased to confirm that the directors of MGM Wireless have agreed to partially underwrite the SPP to the amount of $80,000, subject to shareholder approval. Gleneagle Securities (Aust) Pty Ltd will place any remaining shortfall (if any) after underwriting.

USE OF FUNDS

The funds secured by the capital raising will be used for additional manufacture, supply chain fulfilment, sales and marketing resources for the company's SPACETALK all-in-one children's Smartphone, Watch and GPS Tracker.

On behalf of the board of MGM Wireless, I invite you to consider this investment opportunity carefully.

MY PERSONAL COMMITMENT

As this document states, I have made a strong personal commitment to the SPP, having committed to partially underwriting the offer. I am very appreciative of the contribution shareholders have made to reach this point and believe this is an excellent opportunity for eligible holders to invest on attractive terms.

30% SHAREHOLDER DISCOUNT CODE

Your board and executives are proud of the work that has gone into bringing this revolutionary new product and software to market and would like to give shareholders the opportunity to acquire this product with a 30% shareholder discount.

If you wish to purchase a Spacetalk smartwatch for your children or perhaps your grandchildren, shareholders and their immediate family can receive 30% discount off their order. This offer expires at midnight on 30 May, 2018.

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Shareholders should take the following steps to receive a 30% discount on Spacetalk orders.

- Go to: www.allmytribe.com
- Click on “Shop now” Choose from the three modern colours
- In the space for voucher code, Enter MWRSHAREHOLDER
- Submit your payment details.

Thank you for your ongoing support of MGM Wireless.

Yours sincerely



Mark Fortunatow
Chairman

MGM WIRELESS LIMITED
ABN 93 091 351 530

SHARE PURCHASE PLAN – OFFER DOCUMENT

<table>
<tr><td>Share Purchase Plan (SPP)</td><td>The SPP is a plan for the offer to eligible MGM Wireless Limited (Company) shareholders of fully paid ordinary shares in the Company (Shares) priced at a discount to the market price, subject to the conditions below. Subject to the level of demand, the total number of Shares to be issued under the SPP will be 750,000, being the number of Shares required to raise up to $750,000. If demand for the SPP exceeds $750,000, then the Company reserves the right to close the SPP early and scale back applications or elect to increase the amount raised under the SPP.

In the event of a scale back, this will be implemented in the manner the Company sees fit, in its absolute discretion. Accordingly, if the Company undertakes a scale back you may not receive the full amount or any of the shares for which you have applied. If this is the case, the excess subscription monies will be refunded to you without interest by cheque forwarded to your address on the Company's register as soon as reasonably practicable after the close of the Offer.

Each offer is made on the same terms and conditions.

The SPP may allow some shareholders to increase their shareholding to a marketable parcel size.</td></tr>
<tr><td>Eligibility</td><td>Registered holders of Shares at 6:30 pm (Adelaide time) on 17 April 2018 that have a registered address in either Australia or New Zealand are eligible to participate in the SPP (Eligible Shareholders).</td></tr>
<tr><td>Issue Price</td><td>The price per Share issued under the SPP will be $1.00 (one dollar). This price is a 12.2% discount to the volume weighted average market price of the Company's shares over the last five days on which sales in the Shares were recorded prior to the Company's trading halt on 17 April 2018 (being the last day of trading prior to the announcement of the SPP).

No brokerage commission or other transaction costs are payable by shareholders in respect of the issue of Shares under the SPP.</td></tr>
<tr><td>Amount to invest</td><td>You may apply for a minimum of 1,000 Shares at a total application price of $1,000 up to a maximum of 15,000 Shares at a total application price in aggregate of $15,000 or any other parcel of shares as set out below:

<table>
<tr><th>Amount</th><th>No. of shares</th></tr>
<tr><td>$ 1,000 (Minimum)</td><td>1,000</td></tr>
<tr><td>$ 2,500</td><td>2,500</td></tr>
<tr><td>$ 5,000</td><td>5,000</td></tr>
<tr><td>$ 7,500</td><td>7,500</td></tr>
<tr><td>$ 12,000</td><td>12,000</td></tr>
<tr><td>$ 15,000 (Maximum)</td><td>15,000</td></tr>
</table>
</td></tr>
</table>

MGM WIRELESS LIMITED
ABN 93 091 351 530

SHARE PURCHASE PLAN – OFFER DOCUMENT

Indicative timetable* *Subject to the *Corporations Act 2001* and the Listing Rules of the Australian Securities Exchange, these dates may be varied by the directors without prior notice. In particular, the directors reserve the right to either close the offer early or extend the closing date of the offer without prior notice to you.	Record Date – 17 April 2018 Dispatch Date of Documentation – 1 May 2018 Opening Date for receipt of Applications – 1 May 2018 Closing Date for receipt of Applications – 22 May 2018 (5.00pm Adelaide time) Date of Issue of Shares – 29 May 2018 Anticipated Date of Quotation of Shares – 30 May 2018
How to apply	If you wish to participate in the SPP you must complete the enclosed Application Form in accordance with the instructions on that Form and return it together with a cheque made payable to "MGM Wireless Limited Share Purchase Plan" before the Closing Date. Alternatively, you can participate in the SPP using BPAY® (refer to the reverse of the enclosed Application Form for further details).
Rights attached to Shares	Shares issued under the SPP will rank equally with existing Shares at the date of issue.
Underwriting	The SPP is partially underwritten by the directors of the Company, Mr Mark Fortunatow, Ms Leila Henderson and Mr Glen Butler (or entities they control) (**Underwriters**) to the value of $80,000 (**Underwritten Amount**). The Underwriters obligations only become binding if there is a shortfall in the subscription for Shares under the SPP and shareholders approve the issue of Shares to the Underwriters up to the Underwritten Amount. Each underwriting agreement is on the same terms and contains customary conditions, warranties and undertakings. There are no termination rights. No fees, commissions or other financial benefits are payable to the Underwriters for partially underwriting the offer.
Transferring rights	The offer is non-renounceable meaning rights to take up Shares cannot be transferred.
What to do if you receive more than one Application Form	If you receive more than one Application Form or if you hold Shares in more than one capacity, for example if you are both a sole and joint holder of Shares, you may apply on different application forms for Shares, however, the maximum number of Shares you may apply for under the SPP in aggregate is 15,000 Shares (which equates to $15,000).
Other terms, conditions and important notices	Other terms, conditions and important notices relating to the SPP appear on the following pages and should be read in full before applying for Shares.
Questions	If you have any questions, please contact MGM's Company Secretary Justin Nelson on (08) 8210 2222**.**

MGM WIRELESS LIMITED
ABN 93 091 351 530

SHARE PURCHASE PLAN – OFFER DOCUMENT

OTHER IMPORTANT TERMS, CONDITIONS AND NOTICES

1. You should be aware that the market price of Shares may rise or fall before the Shares are issued to you under the SPP. Therefore, the issue price of Shares under the SPP may exceed or be less than the market price of Shares at the time of issue to shareholders.

2. Shareholders will be bound by the constitution of the Company and these terms and conditions by accepting the offer to acquire Shares under the SPP.

3. The Company has a broad discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if: your Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid; the cheque or money order that you enclose with the Application Form is not made out for the exact value of the parcel of Shares that you have selected on the Application Form, is dishonoured or has not been completed correctly; or the Company believes that you are not an Eligible Shareholder. Any applications for less than $1,000 will be returned.

4. You may not receive the full amount or any of the Shares for which you have applied for under the SPP. No interest will be paid on any application money returned to you.

5. If you apply to participate in the SPP by completing and returning the Application Form, or by using BPay®:

   5.1 your application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);

   5.2 you acknowledge that you are an Eligible Shareholder;

   5.3 you certify that you have not applied for Shares with an aggregate application price in excess of $15,000 under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

   5.4 you acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated.

6. The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification or termination of the SPP. The omission to give notice of any modification to, or termination of the SPP or the failure of ASX to receive such notice will not invalidate the termination or modification.

7. The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application for Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

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8. Where a registered holder is a custodian that holds Shares on behalf of another person (**Beneficiary**) (whether directly or indirectly through one or more interposed custodians), the Company can only issue Shares totalling more than $15,000 in any consecutive 12 month period to that custodian if, on application for the Shares, the custodian certifies in writing:

   8.1 that the custodian holds Shares (directly or indirectly) on behalf of one or more Beneficiaries;

   8.2 the number of Beneficiaries;

   8.3 the name and address of each Beneficiary for whom the custodian applies for Shares;

   8.4 for each Beneficiary, the number of Shares that the custodian holds (directly or indirectly) on behalf of that Beneficiary;

   8.5 for each Beneficiary, the number, or dollar amount, of Shares the Beneficiary or another custodian has instructed the custodian to accept on behalf of the Beneficiary;

   8.6 for each Beneficiary, that the application price for the Shares applied for on their behalf, and any other Shares in a class applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed $15,000;

   8.7 that a copy of the written offer document was given to each Beneficiary; and

   8.8 where the custodian holds Shares on behalf of a Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

9. For further information about the custodian application process, a shareholder should contact the Company's share registry, Computershare Investor Services Pty Limited, on 1300 556 161 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), or consult your financial or other professional advisor.

10. Applications received from custodians must be accompanied by a completed and signed certificate in respect of the matters set out in ASIC Class Order (CO 09/425).

11. This document has been prepared for publication in Australia and New Zealand only and may not be released elsewhere. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any jurisdiction other than Australia and New Zealand. In particular, the securities referred to in this document have not been, and will not be registered under the United States Securities Act, 1993 as amended (US Securities Act), and may not be offered or sold in the United States or to or for the account or benefit of 'US Persons' (as defined in Regulation S under the US Securities Act) in the absence of registration or an available exemption from registration.

12. This offer document does not contain all the information which may be required in a prospectus or product disclosure statement. Accordingly, it is important that you carefully read and understand publicly available information regarding the Company as well as this offer document, before applying for shares. This information, such as the Company's annual and interim reports and other announcements, is available at asx.com.au.

MGM Wireless Limited
ABN 93 091 351 530

For all enquiries:

Phone:
(within Australia) (08) 8210 2222
(outside Australia) 61 8 8210 2222

Web:
www.investorcentre.com/contact

Make your payment:

See overleaf for details of the Offer and how to make your payment

SAMPLE ONLY

Share Purchase Plan Application Form

Your payment must be received by 5:00pm (Adelaide time) Tuesday 22 May 2018

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of MGM Wireless Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for MGM Wireless Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment does not exceed $15,000.

MGM Wireless Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by MGM Wireless Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. MGM Wireless Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where MGM Wireless Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Note that shares may be purchased subject to purchase of the minimum value and not exceeding the maximum value. Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with **BPAY** payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**MGM Wireless Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

® Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer ➔

Share Purchase Plan Application Form

STEP 1 Registration Name & Offer Details

For your security keep your SRN/ HIN confidential.

Registration Name:

Entitlement No:

Offer Details:

Record date: **17 April 2018**

Minimum value available to purchase: **$1,000**

Maximum value available to purchase: **$15,000**

STEP 2 Make Your Payment

BPAY

Biller Code: 281386
Ref No:

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:

Make your cheque, bank draft or money order payable to "**MGM Wireless Limited**" and cross "**Not Negotiable**".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 2987 Adelaide South Australia 5001 Australia

Lodgement of Acceptance
If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (Adelaide time) Tuesday 22 May 2018. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor MGM Wireless Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.
If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Adelaide time) Tuesday 22 May 2018. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor MGM Wireless Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice
The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Detach here

Purchase Details for MGM Wireless Limited (choose one option)

☐ $1,000 (1,000 Shares) OR ☐ $2,500 (2,500 Shares) OR ☐ $5,000 (5,000 Shares)

☐ $7,500 (7,500 Shares) OR ☐ $12,000 (12,000 Shares) OR ☐ $15,000 (15,000 Shares)

Entitlement No:

Payment must be received by 5:00pm (Adelaide time) Tuesday 22 May 2018

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A$

eTIPLE ONLY