ASX Market Announcements
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

MGM Wireless Limited (ASX:MWR)

12 June 2018

PERFORMANCE BASED OPTIONS AND SHARE ISSUE

Highlights:

- **Wearables General Manager issued Shares for successfully meeting performance targets relating to the manufacture, quality, and supply chain management of SPACETALK.**
- **Recent successful capital raising lead manger and broker Gleneagle issued Options pursuant to a success fee.**

12 June 2018 - Technology company **MGM Wireless Limited (ASX:MWR)** ('MGM' or the 'Company') advises that 148,909 fully paid ordinary shares have been issued to AllMyTribe Wearables Division General Manager - Paul Cooper, in recognition of Mr. Cooper achieving and exceeding all performance targets relating to the manufacture, quality, performance, supply chain management and after sales service quality for the Company's SPACETALK children's watch.

Mr. Cooper, a former global mobile manufacturing and global supply executive with Nokia and Microsoft joined the company to complete the complex task and having responsibility for, the manufacturing of SPACETALK. Mr. Cooper's sign-on renumeration package included the grant of these shares upon various performance conditions being achieved – all of which have been met.

MGM Wireless CEO and Executive Chairman Mr Mark Fortunatow said MGM is very fortunate to have the services of such a skilled mobile manufacturing and supply chain expert.

"Essential to MGM being able to get off the ground and now be in a position to build a leading global business in this new children's wearable product category is having an excellent product. Arguably, SPACETALK is the best kid's smartphone watch in the world, and Paul's contributions were invaluable." Mr Fortunatow said.

The incentives were struck when the Company's share price was approximately $0.48. Mr. Cooper has agreed for the shares to be subject to voluntary escrow until 8 September 2018.

The Company also advises that 150,000 unquoted options exercisable at $1.30, expiring on 28 May 2019 have been issued to nominees of Gleneagle Securities (Aust) Pty Ltd (**Gleneagle**), the lead manager and broker to the placement completed by the Company in late April 2018.

The options, agreed as a success fee pursuant to a mandate between the Company and Gleneagle dated 11 April 2018, were intended to be issued on 29 May 2018 concurrently with the share purchase plan shares.

The Company advises that there are no other option grants or share incentive issues pending.

An Appendix 3B in respect of these issues is attached to this announcement.

For more information please contact:

MGM Wireless Limited

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About MGM Wireless

MGM Wireless Limited (ASX:MWR) is a technology company designing, developing and commercialising Internet of Things (IoT) devices for children, and software for school communication and student absence management. The Company's AllMyTribe division has developed a wearable device called Spacetalk which allows two-way 3G communication, GPS tracking and alerts parents whenever children leave designated safe spaces such as school or the home.

MGM Wireless built its track record with school communication solutions after creating the world's first SMS based Automated Student Absence Notification Solution. It is recognised as a global leader and pioneer in socially responsible and technology-enabled school communications. Used by over 1,100 schools and 1.6 million parents, the Company's multichannel school communication solutions empower schools to effectively communicate to parents and caregivers through SMS, mobile in-app and other means to improve student attendance and safety, help schools reduce operating costs and increase parent engagement.

MGM Wireless products include student absence notifications 'messageyou', absence analytics software 'Watchlists', school news and messaging app 'School Star', a content management and messaging platform for mobile school communication called Outreach+, and student attendance management solution 'RollMarker'.

To learn more please visit: www.mgmwireless.com or www.AllMyTribe.com

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MGM Wireless Limited

ABN

93 091 351 530

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	(a)Fully paid ordinary shares (Ordinary Shares). (b) Unquoted options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(a)148,909 (b)150,000

3	Principal terms of the +securities (e.g. 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)	(a)Fully paid ordinary shares. (b) Unquoted options, exercisable at $1.30, expiring on 28 May 2019.
4	Do the +securities rank equally in all respects from the +issue date 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	(a) Yes – fully paid ordinary shares. (b) No – unquoted options
5	Issue price or consideration	(a) Nil (b) Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) Issue of fully paid ordinary shares to senior executive in recognition of services and as an incentive. (b) Issue of unquoted options as a placement success fee pursuant to a mandate agreement between the Company and Gleneagle Securities (Aust) Pty Ltd.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	8 June 2018

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	11,847,500	Ordinary Shares

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	30,000	Options exercisable at $1.10, expiring on 27 August 2018.
		240,000	Options exercisable at $1.40, expiring on 30 April 2020.
		350,000	Options exercisable at $0.60, expiring 30 April 202
		80,000	Options exercisable at $0.75, expiring on 8 December 2018.
		150,000	Options exercisable at $1.30, expiring on 28 May 2019.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	(a)The Ordinary Shares will, from the date of allotment, carry the right to participate in dividends. (b) N/A

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A

19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements *in full* through	N/A

	a broker?	
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

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

34 Type of ⁺securities
(*tick one*)

(a) ☒ ⁺Securities described in Part 1 (a) Fully paid ordinary shares only.

(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	N/A
39	⁺Class of ⁺securities for which quotation is sought	N/A

40	Do the +securities rank equally in all respects from the +issue date 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	N/A
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)	N/A

42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	Number	+Class
		N/A	

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 is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 12 June 2018

(Company secretary)

Print name: **Justin Nelson**

Manager
ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

ASX Release
MGM Wireless Ltd

12 June 2018

CLEANSING NOTICE – EXERCISE OF OPTIONS

On 8 June 2018 MGM Wireless Limited (**Company**) (ASX:MWR) issued 148,909 fully paid ordinary shares.

The Company has issued the shares without disclosure to investors under section 708A(5) of the Corporations Act 2001 (Cth) (the Act).

Details of the securities issued

Class of securities:	Ordinary shares
ASX Code of the securities:	MWR
Date of the issue of the securities:	8 June 2018
Total number of securities issued:	148,909

In accordance with section 708A(6) of the Act, the Company advises:

(a) the shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;

(b) this notice is being given under section 708A(5)(e) of the Corporations Act;

(c) as at the date of this notice, the Company has complied with:

(i) the provisions of chapter 2M of the Corporations Act as they apply to the Company; and

(ii) section 674 of the Corporations Act; and

(d) as at the date of this notice, there is no information that is 'excluded information' (within the meaning of sections 708A(7) and 708A(8) of the Corporations Act).

Justin Nelson
Company Secretary

For further information contact:
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