



MGM Wireless Limited

ABN 93 091 351 530

Notice of 2018 Annual General Meeting

and

Explanatory Statement

The Annual Report is available on the MGM Wireless Limited website
at: www.mgmwireless.com

MGM WIRELESS LTD**ABN 93 091 351 530****NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2018 Annual General Meeting of the shareholders of MGM Wireless Limited (**Company**) will be held at the Radisson Blu Plaza, 27 O'Connell Street Sydney, NSW on Friday, 16 November 2018 at 11.00 am (AEDT).

If you are unable to attend the meeting, we encourage you to complete and return the enclosed proxy form. The completed proxy form must be received by the Company at least 48 hours before the commencement of the meeting.

AGENDA**ORDINARY BUSINESS**

FINANCIAL REPORT

To receive and consider the financial report and the reports of the Directors and Auditor for the year ended 30 June 2018.

The Annual Financial Report is available at the website of the Company (www.mgmwireless.com), under 'Investor Centre', 'Annual Reports'.

1. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report for the financial year ended 30 June 2018 be adopted."

Voting Exclusion

In accordance with the *Corporations Act 2001*, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, and any closely related party of such a member. However, such a member or any closely related party of such a member may cast a vote as a proxy if the vote is not cast on behalf of a person described above and either:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution;
- the person is the Chair of the Meeting at which the resolution is voted on and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorizes the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR (MR GLEN BUTLER)

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

“That Mr Glen Butler, being a Director of the Company who retires by rotation in accordance with clause 13.2 of the Company’s constitution, and being eligible, is re-elected as a Director of the Company.”

A summary of Mr Glen Butler’s qualifications and experience is set out in the Explanatory Statement accompanying this Notice.

SPECIAL BUSINESS

3. RESOLUTION 3 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES AND OPTIONS TO ASENNA WEALTH SOLUTIONS PTY LTD – DECEMBER 2017 AND MARCH 2018

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

“That approval be given for the purpose of ASX Listing Rule 7.4 and for all other purposes, for the issue of 200,000 fully paid ordinary shares and 250,000 options to Asenna Wealth Solutions Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue and any associate of those persons. However, in respect of this resolution, the Company need not disregard a vote if:

- it is cast by a person who is a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES TO SOPHISTICATED INVESTORS – APRIL 2018

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

“That approval be given for the purpose of ASX Listing Rule 7.4 and for all other purposes, for the issue of 750,000 fully paid ordinary shares to sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue and any associate of those persons. However, in respect of this resolution, the Company need not disregard a vote if:

- it is cast by a person who is a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. **RESOLUTION 5 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES TO EMPLOYEE – JUNE 2018**

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

“That approval be given for the purpose of ASX Listing Rule 7.4 and for all other purposes, for the issue of 148,909 fully paid ordinary shares to Paul Cooper on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue and any associate of those persons. However, in respect of this resolution, the Company need not disregard a vote if:

- it is cast by a person who is a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. **RESOLUTION 6 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES TO GLENEAGLE SECURITIES (AUST) PTY LIMITED AND ITS NOMINEES – JUNE 2018**

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

“That approval be given for the purpose of ASX Listing Rule 7.4 and for all other purposes, for the issue of 150,000 options to Gleneagle Securities (Aust) Pty Limited and its nominees on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue and any associate of those persons. However, in respect of this resolution, the Company need not disregard a vote if:

- it is cast by a person who is a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. **RESOLUTION 7 – ISSUE OF OPTIONS TO MR MARK FORTUNATOW**

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

“That approval be given for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of 430,000 options on the terms summarised in the accompanying Explanatory Statement, to Mr Mark Fortunatow, a related party of the Company, or his nominee.”

Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by Mr Mark Fortunatow and any of his associates. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the key management personnel, and closely related party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, this restriction does not apply in respect of a person who is the chair of the Meeting at which the resolution is voted on and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

8. **RESOLUTION 8 - ISSUE OF OPTIONS TO MS LEILA HENDERSON**

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

“That approval be given for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of 40,000 options on the terms summarised in the accompanying Explanatory Statement, to Ms Leila Henderson, a related party of the Company, or her nominee.”

Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by Ms Leila Henderson and any of her associates. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the *Corporations Act*, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the key management personnel, and closely related party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, this restriction does not apply in respect of a person who is the chair of the Meeting at which the resolution is voted on and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

9. RESOLUTION 9 - ISSUE OF OPTIONS TO MR GLEN BUTLER

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

“That approval be given for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of 40,000 options on the terms summarised in the accompanying Explanatory Statement, to Mr Glen Butler, a related party of the Company, or his nominee.”

Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by Mr Glen Butler and any of his associates. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the *Corporations Act*, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the key management personnel, and closely related party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, this restriction does not apply in respect of a person who is the chair of the Meeting at which the resolution is voted on and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

10. RESOLUTION 10 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY OVER A 12 MONTH PERIOD

To consider, and if thought fit, pass the following resolution as a special resolution:

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval be given to issue equity securities (as defined in the ASX Listing Rules) equivalent to an additional 10% of the number of ordinary securities on issue calculated in accordance with the formula in Listing Rule 7.1A.2 and on the terms described in the accompanying Explanatory Statement.”

Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by a person (and any associate of such a person) who is expected to participate in the proposed issue and a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed.

However, the Company need not disregard a vote if:

- 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
- 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.

11. RESOLUTION 11 – ISSUE CONVERTIBLE NOTES AND OPTIONS PURSUANT TO CONVERTIBLE NOTE FACILITY

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

“That, subject to Resolution 12 being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to \$2,000,000 aggregate principal amount of convertible notes and 250,000 Options to sophisticated and professional investors and the issue of ordinary shares on conversion of the convertible notes, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by a person (and any associate of such a person) who is expected to participate in the proposed issue and a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed.

However, the Company need not disregard a vote if:

- 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
- 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.

12. RESOLUTION 12 – ISSUE OF OPTIONS TO GLENEAGLE SECURITIES (AUST) PTY LIMITED AND ITS NOMINEES

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

“That, subject to Resolution 11 being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 300,000 Options to Gleneagle Securities (Aust) Pty Limited (Gleneagle) and its nominees on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue and any associate of those persons. However, in respect of this resolution, the Company need not disregard a vote if:

- 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
- 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.

13. RESOLUTION 13 – CHANGE OF NAME

To consider, and if thought fit, past the following resolution as a special resolution:

“That, for the purpose of sections 157(1)(a) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the name of the Company to be changed to SPACETALK Limited, and for all references to the Company’s name in the Constitution of the Company to be replaced with SPACETALK Limited, to take effect (subject to ASIC altering the details of the Company’s registration) as and when the Directors’ decide.”

14. RESOLUTION 14 – APPOINTMENT OF AUDITOR

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

“That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Ian G McDonald, having consented in writing to act as auditor of the Company, is hereby appointed auditor of the Company.”

OTHER BUSINESS

To transact any further business that may lawfully be brought forward.

Further information regarding the business to be transacted at the Annual General Meeting is set out in the accompanying Explanatory Statement.

By order of the Board

A handwritten signature in black ink, appearing to read 'J. Nelson', with a stylized flourish at the end.

Justin Nelson
Company Secretary
Date: 5 October 2018

VOTING INFORMATION AND NOTES

1. **Voting entitlement on a poll**

On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

2. **Proxies**

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, on a poll, each proxy will need to exercise half the votes.

A proxy can be either an individual or a body corporate and need not be a shareholder of the Company. If a shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a shareholder's instruction is to abstain from voting for a particular item of business, the shareholders' votes will not be counted in computing the required majority on a poll.

To lodge a manual proxy form, it must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting.

To record a valid vote, a shareholder will need to take the following steps:

- 2.1 cast the shareholder's vote online by visiting www.investorvote.com.au entering the shareholder's Control Number and SRN/HIN, which are shown on the first page of the enclosed proxy form; or
- 2.2 complete and lodge the enclosed manual proxy form at the share registry of the Company, Computershare Investor Services Pty Limited:
 - by post to MGM Wireless Ltd, c/- Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001 or;
 - by facsimile to MGM Wireless Ltd, c/- Computershare Investors Services Pty Ltd (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555.

Custodian voting - For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

Chairman acting as proxy

Shareholders may appoint the Chairman of the meeting as their proxy.

Where the Chairman is appointed as a proxy by a shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chairman is to vote on the resolution (that is, a directed proxy), the Chairman must vote in accordance with that direction.

In respect of proxies where no voting direction has been given (undirected proxies), the Chairman intends to vote all available proxies in favour of each resolution.

In relation to resolutions 1, 7, 8 and 9 if the shareholder has appointed the Chairman as their proxy and no voting direction has been given, the shareholder will be expressly authorising the Chairman to exercise the undirected proxy in respect of resolutions 1, 7, 8 and 9 even though the resolution is connected with the remuneration of members of the KMP of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

3. Entitlement to vote at the meeting

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 7 pm (AEDT) on Wednesday, 14 November 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

4. Quorum

The Constitution of the Company provides that two shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for the general meeting of the Company.

5. Appointment of a corporate representative

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

6. Appointment of an attorney

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 15 October 2018 and has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides shareholders with the information required to be provided to shareholders by the Corporations Act and the Listing Rules of the ASX.

The Explanatory Statement sets out an explanation of each of the resolutions to be put to shareholders. Shareholders should read this Explanatory Statement carefully before determining how to vote in respect of the resolutions.

1. **FINANCIAL REPORT**

The Financial Report and the reports of the Directors and Auditor will be laid before the meeting in accordance with section 317 of the Corporations Act.

No resolution is required in respect of this agenda item. Shareholders will be given a reasonable opportunity to ask questions or make comments about the management of the Company and may also ask a representative of the Company's auditor questions relevant to the conduct of the audit and the accounting policies adopted by the Company.

2. **RESOLUTION 1 - REMUNERATION REPORT**

The Company has included in the 2018 Annual Report a detailed Remuneration Report which provides prescribed information relating to remuneration.

As required by the Corporations Act, the Remuneration Report is submitted for adoption by a non-binding vote.

The Remuneration Report is set out on pages 22 to 28 of the 2018 Annual Report and is available from the Company's website www.mgmwireless.com. The Remuneration Report sets out the Company's remuneration arrangements for its Directors, officers and senior management.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

The Directors recommend shareholders vote in favour of the non-binding ordinary resolution.

3. **RESOLUTION 2 - RE-ELECTION OF DIRECTOR (MR GLEN BUTLER)**

Under the Company's constitution, one third of the Directors (excluding the Managing Director) must retire at the Annual General Meeting. The Director will be eligible for re-election.

Mr Glen Butler retires under clause 13.2 of the Company's constitution and, being eligible, has offered himself for re-election as a Director.

A summary of the qualifications and experience of Mr Glen Butler follows:

Glen Butler

Mr Butler is an experienced senior executive with a strong focus on sales, finance and manufacturing. His previous roles include President of Pratt Industries. Inc. (Visy) in the United States, General Manager of the Visy Board in Australia and Managing Director of Mariani Europe, a subsidiary of the largest private dried fruit company in the US.

Mr Butler has been a Director since 31 August 2017. He has held no other directorships.

The Board considers Mr Butler to qualify as an independent Director.

The Directors (with Mr Butler abstaining) recommend shareholders vote in favour of the resolution.

4. **RESOLUTION 3 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES AND OPTIONS TO ASENNAL WEALTH SOLUTIONS PTY LTD – DECEMBER 2017 AND MARCH 2018**

The Company has issued 200,000 fully paid ordinary shares and 250,000 options exercisable at \$0.75 each on or before 8 December 2018 to Asenna Wealth Solutions Pty Ltd.

100,000 shares and 250,000 options were issued on 8 December 2017. 100,000 shares were issued on 6 March 2018. The shares were issued on the same terms and conditions as other existing ordinary shares in the Company quoted on the Australian Securities Exchange. The options were issued on the terms and conditions set out in Schedule 1.

No funds were raised from this issue as the shares and options were issued in lieu of marketing, promotion and corporate advisory services fees.

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The issue of the shares and options detailed in resolution 3 did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby refreshing the company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 3 proposes the ratification and approval of the allotment and issue of 200,000 shares and 250,000 options to Asenna Wealth Solutions Pty Ltd for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

Listing Rule 14.9 requires the approval be given by an ordinary resolution of the Company.

The Directors recommend shareholders vote in favour of the resolution.

5. **RESOLUTION 4 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES TO SOPHISTICATED INVESTORS – APRIL 2018**

The Company has issued 750,000 fully paid ordinary shares at \$1.00 per fully paid ordinary share in a placement to sophisticated and professional investors.

These shares were issued on 23 April 2018 and were issued on the same terms and conditions as other existing ordinary shares in the Company quoted on the Australian Securities Exchange.

The funds raised by the placement have and will be used for additional manufacture, supply chain fulfillment and sales and marketing personnel for the Company's SPACETALK all-in-one children's smartphone watch and GPS tracker.

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The issue of the shares detailed in resolution 4 did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby refreshing the company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 4 proposes the ratification and approval of the allotment and issue of 750,000 shares to sophisticated and professional investors for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

Listing Rule 14.9 requires the approval be given by an ordinary resolution of the Company.

The Directors recommend shareholders vote in favour of the resolution.

6. **RESOLUTION 5 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES AND OPTIONS TO EMPLOYEE – JUNE 2018**

The Company has issued 148,909 fully paid ordinary shares to AllMyTribe Wearables Division General Manager – Paul Cooper.

These shares were issued on 8 June 2018 and were issued on the same terms and conditions as other existing ordinary shares in the Company quoted on the Australian Securities Exchange.

Shares have been issued 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 of and having responsibility for, the manufacturing of SPACETALK. Mr Cooper's sign-on remuneration package included the granting of these shares upon various performance conditions being achieved, all of which have been met.

The incentives were struck when the Company's share price was approximately \$0.48. The shares were subject to a period of voluntary escrow which ended on 24 September 2018.

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The issue of the shares detailed in resolution 5 did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby refreshing the company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 5 proposes the ratification and approval of the allotment and issue of 148,909 shares to Paul Cooper for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

Listing Rule 14.9 requires the approval be given by an ordinary resolution of the Company.

The Directors recommend shareholders vote in favour of the resolution.

7. **RESOLUTION 6 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES AND OPTIONS TO GLENEAGLE SECURITIES (AUST) PTY LIMITED AND ITS NOMINEES – JUNE 2018**

The Company has issued 150,000 options exercisable at \$1.30 each expiring 28 May 2019 to Gleneagle Securities (Aust) Pty Limited (Gleneagle) and its nominees, the lead manager and broker to the placement completed in April 2018 (the subject of resolution 4 of this Notice).

These options were issued on 8 June 2018 and were issued on the terms and conditions set out in Schedule 2.

No funds were raised from this issue as the options were issued as a success fee pursuant to the mandate between the Company and Gleneagle dated 11 April 2018.

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The issue of the shares detailed in resolution 6 did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby refreshing the company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 6 proposes the ratification and approval of the allotment and issue of 150,000 options to Gleneagle Securities (Aust) Pty Limited and its nominees for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

Listing Rule 14.9 requires the approval be given by an ordinary resolution of the Company.

The Directors recommend shareholders vote in favour of the resolution.

8. **RESOLUTIONS 7, 8 & 9 - ISSUE OF OPTIONS TO DIRECTORS**

ASX Listing Rule 10.11 provides that a company must not issue or agree to issue equity securities to a director without the approval of holders of ordinary securities.

Resolutions 7, 8 & 9 propose approval in accordance with Listing Rule 10.11 for the issue of options to the Chairman and Managing Director, Mark Fortunatow, or his nominee, and non-executive directors Ms Leila Henderson and Mr Glen Butler (or their nominees).

ASX Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.

Listing Rule 7.1A permits eligible companies that have obtained shareholder approval by special resolution at an annual general meeting to issue an additional 10% of the company's issued ordinary securities. The ability to issue securities under Listing Rule 7.1A is in addition to the company's ability to issue securities under Listing Rule 7.1.

If approval is given under ASX Listing Rule 10.11, approval is not required under Listing Rules 7.1 and 7.1A.

Information required under Listing Rule 10.13.

- 8.1 Details of the number of options to be issued to each of the directors or their nominee is set out in the following table:

NAME OF DIRECTOR	NUMBER OF OPTIONS	EXERCISE PRICE	EXPIRY DATE
Mr Mark Fortunatow	130,000	\$6.00	30 April 2022
Mr Mark Fortunatow	150,000	\$8.00	30 April 2022
Mr Mark Fortunatow	150,000	\$10.00	30 April 2022
Ms Leila Henderson	40,000	\$6.00	30 April 2022
Mr Glen Butler	40,000	\$6.00	30 April 2022

- 8.2 The options will be issued and allotted within one month of the meeting to which the Explanatory Statement relates.

- 8.3 The options will be issued for no consideration and otherwise on the terms set out in Schedule 3 to this Explanatory Statement.

- 8.4 There will be no funds raised from the issue.

The Directors make no recommendation regarding their own issue of options, however the Directors otherwise recommend that shareholders vote in favour of resolutions 7, 8 and 9.

9. **RESOLUTION 10 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY OVER A 12 MONTH PERIOD**

Listing Rule 7.1A permits eligible entities that have obtained shareholder approval by special resolution at an annual general meeting (**AGM**) to issue an additional 10% of the entity's issued ordinary securities (calculated using the formula set out below). The ability to issue securities under Listing Rule 7.1A is in addition to the Company's ability

to issue 15% of its issued capital without security holder approval in a 12 month period, under Listing Rule 7.1.

A listed entity must satisfy both of the following criteria at the time of its AGM in order to be eligible to seek approval under Listing Rule 7.1A:

- it must have a market capitalisation of \$300 million or less; and
- it must not be included in the S&P/ASX 300 Index.

On 21 September 2018 the market capitalisation of the Company was \$37,905,275. At the date of the Notice, the Company was not included in the S&P/ASX 300 Index.

The number of equity securities that the Company may issue with approval under listing rule 7.1A.2 is calculated using the following formula:

$$(A \times D) - E$$

A = The number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of shareholders under rule 7.1 or rule 7.4;
- less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = The number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under rule 7.1 or 7.4.

A resolution under Listing Rule 7.1A can only be proposed as a special resolution at an eligible entity's AGM. A special resolution is a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Securities issued with approval under Listing Rule 7.1A must belong to a class of equity securities (as defined in the ASX Listing Rules) (**Equity Securities**) already quoted. Listing Rule 7.1A cannot be used for placements of securities in a class that has not yet been quoted.

Information required by Listing Rule 7.3A

Listing Rule 7.3A prescribes the information that must be included in the Notice in relation to a resolution under Listing Rule 7.1A. This information is as follows:

The issue price of securities issued under Listing Rule 7.1A must be no less than 75% of the volume weighted average market price for securities in the relevant quoted class

calculated over the 15 trading days on which trades in that class were recorded immediately before either:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date in the paragraph above, the date on which the securities are issued.

If Resolution 10 is approved by shareholders and the Company issues additional Equity Securities there is a risk of economic and voting dilution of the existing shareholders including the risk that:

- the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below provides details of the quoted and unquoted classes of Equity Securities the Company has on issue at the date of the Notice.

Equity Security	Number on issue
Quoted fully paid ordinary shares	11,957,500
Unquoted options	740,000

The following table illustrates the potential dilution of existing shareholders on the basis of the number of ordinary securities for variable 'A' as at the date of this notice ("current variable A") and where variable "A" is 50% and 100% greater than the current variable A:

	Current variable "A"	50% increase in current variable "A"	100% increase in current variable "A"
	11,957,500	17,936,250	23,915,000
10% voting dilution	1,195,750	1,793,625	2,391,500
Total shares on issue following rule 7.1A placements	13,153,250	19,729,875	26,306,500

Assumptions relevant to the table describing the potential dilution of existing shareholders:

- an additional 10% of the Company's ordinary shares are issued under rule 7.1A;
- the issue under rule 7.1A consists only of shares.

The following table illustrates the funds raised from the issue of an additional 10% of ordinary securities under rule 7.1A, based on:

- the current variable "A" and where variable "A" has increased by 50% and 100%; and
- the share price as at the date of this notice and where the share price has fallen by 50% and increased by 50% and 100%.

Rule 7.1A placement details	\$1.58 (50% decrease in share price)	\$3.17 (share price as at the date of this notice)	\$4.75 (50% increase in share price)	\$6.34 (100% increase in share price)
1,195,750 (10% voting dilution based on current variable "A")	\$1,889,285	\$3,790,527	\$5,679,812	\$7,581,055
1,793,625 (10% voting dilution based on a 50% increase in current variable "A")	\$2,833,927	\$5,685,791	\$8,519,718	\$11,371,582
2,391,500 (10% voting dilution based on a 100% increase in current variable "A")	\$3,778,570	\$7,581,055	\$11,359,625	\$15,162,110

The Company will only issue Equity Securities during the 12 month period after the date of the AGM on 16 November 2018. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (the disposal of the main undertaking).

The Company may issue the Equity Securities to fund the Company's research and development projects in the next year, acquire new assets or investments and/or for general working capital. The Company may also issue some Equity Securities for non-cash consideration for the acquisition of new projects, assets or investments. In such

circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

As at the date of this Notice, the Company has not formed any specific intentions regarding who may be offered securities under a placement pursuant to Listing Rule 7.1A. No decision has been made regarding allottees. The allottees may include either existing security holders or new investors who have not previously been shareholders, or a combination of both, who are not related parties or associates of a related party of the Company.

Further, if the Company acquires new assets, it is likely that the allottees pursuant to this resolution will be the vendors of the new assets. If this resolution is approved by shareholders, the Company may issue Equity Securities during the 12 month period after the date of the AGM as and when the circumstances of the Company require.

The Company has not previously obtained shareholder approval under Listing Rule 7.1A.

A voting exclusion statements included in the notice. A at the date of the notice the proposed allottees of the securities are not known and identified. Therefore, no existing shareholders 'votes will be excluded under the voting exclusion in this notice.

The Directors recommend shareholders vote in favour of resolution 10.

The Chairman intends to vote all undirected proxies in favour of resolution 10.

10. RESOLUTION 11 – APPROVAL TO ISSUE CONVERTIBLE NOTES AND OPTIONS PURSUANT TO CONVERTIBLE NOTE FACILITY

On 3 October 2018, the Company announced that it had entered into an unsecured convertible note deed with a number of sophisticated investors for the issue of convertible notes for an aggregate amount of up to \$2 million and 250,000 options. The exercise price of the options is \$4.00 and the options may be exercised at any time within 24 months from the date of issue. The options are otherwise issued on the terms and conditions set out in schedule 4.

Resolution 11 seeks shareholder approval for the issue of an aggregate amount of up to \$2 million of convertible notes, the ordinary shares to be issued on conversion of the convertible notes and 250,000 options in accordance with ASX Listing Rule 7.1.

Under the terms of the convertible note deed, drawings are permitted only in one of the following aggregate amounts (as selected by the Company):

- not more than two drawings of \$500,000 each; and
- not more than four drawings of \$250,000 each.

Resolution 11 is an ordinary resolution and is subject to Resolution 12 being passed.

The issue of the convertible notes are subject to the following conditions:

- for the first issue date:
 - evidence that the Company has received all necessary Board approvals;
 - confirmation by the Company that no Event of Default is likely to occur;
 - evidence that the Company has obtained all shareholder approvals, regulatory or other approvals for the issue and conversion; and
 - the VWAP of the Company's shares for the 15 trading days prior to the first issue date is greater than \$3.00.
- for the remaining issue dates:
 - the proposed issue date is an available business day;
 - no event of default is continuing or would result from the proposed issue;
 - evidence that the Company has obtained all shareholder approvals, regulatory or other approvals for the issue and conversion; and
 - the VWAP of the Company's shares for the 30 trading days prior to each issue date is greater than \$3.00.

The convertible notes are convertible into shares at the election of an investor in accordance with the following formula:

Number of shares = Principal Amount/Conversion Price.

Conversion Price means the lower of:

- a 20% discount to the lowest price at which shares have been issued after the date of the convertible note deed; and
- \$3.50 (the Floor Price).

ASX Listing Rule 7.3 requires the following information to be included in this notice in respect of resolution 11.

- A maximum of an aggregate amount of \$2 million of convertible notes and 250,000 options will be issued and allotted.
- Convertible notes and options will be issued no later than three months after the date on which shareholder approval is obtained
- There is no issue price. As noted above, up to an aggregate amount of \$2 million convertible notes will be issued.
- The convertible notes will be issued to various sophisticated and professional investors introduced by Gleneagle Securities (Aust) Pty Limited.
- In addition to the terms set out above, other key terms of the convertible notes are as follows:
 - the convertible notes are unsecured;
 - the Company must pay interest on the outstanding principal amounts of issued convertible notes at a rate equal to 7% per annum;
 - the maturity date is 24 months from the date of the convertible note deed;
 - the Company must redeem each convertible note on the maturity date, to the extent it has not been converted into shares or an investor has not delivered a conversion notice in respect of them on or before the maturity date;
 - the ordinary shares issued upon conversion of the convertible note will rank pari passu with existing ordinary shares;
 - unless converted, the convertible notes do not carry any voting rights at meetings of shareholders of the Company, rights to receive dividends or rights to participate in any issue of securities undertaken by the Company;
- the purpose of the issue of convertible notes is to raise capital to fund working capital purposes including the building up of supply chain inventory and advertising to support the expansion of SPACETALK sales;
- allotment of the convertible notes will occur progressively;
- a voting exclusion statement relating to resolution 11 is included in the notice.

The Directors recommend shareholders vote in favour of this resolution.

The Chairman intends to vote all undirected proxies in favour of the resolution.

11. RESOLUTION 12 - ISSUE OF OPTIONS TO GLENEAGLE SECURITIES (AUST) PTY LIMITED AND ITS NOMINEES

On 3 October 2018, the Company announced that it had entered into an unsecured convertible note deed with a number of sophisticated investors under which 300,000 options would be issued to Gleneagle Securities (Aust) Pty Limited (Gleneagle) and its nominees.

The exercise price of the options is \$4.00 and the options may be exercised at any time within 24 months from the date of issue. The options are otherwise issued on the terms and conditions set out in schedule 4.

Resolution 12 seeks shareholder approval for the issue of 300,000 options in accordance with ASX Listing Rule 7.1.

Resolution 12 is an ordinary resolution and is subject to Resolution 11 being passed.

ASX Listing Rule 7.3 requires the following information to be included in this notice in respect of resolution 12.

- The options will be issued no later than three months after the date on which shareholder approval is obtained
- The options will be issued to Gleneagle Securities (Aust) Pty Limited (Gleneagle) and its nominees.
- a voting exclusion statement relating to resolution 12 is included in the notice.

The Directors recommend shareholders vote in favour of this resolution.

The Chairman intends to vote all undirected proxies in favour of the resolution.

12. RESOLUTION 13 – CHANGE OF NAME

In accordance with section 157(1)(a) of the *Corporations Act 2001*, the Company submits to shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to SPACETALK Limited.

The Company also seeks approval under section 136(2) of the *Corporations Act 2001*, to the Company's constitution being updated to reflect the change of name.

The Directors recommend shareholders vote in favour of this resolution.

The Chairman intends to vote all undirected proxies in favour of this resolution.

13. RESOLUTION 14 – APPOINTMENT OF AUDITOR

In June 2018 Grant Thornton Audit Pty Ltd resigned as the Company's auditor in accordance with section 329(5) of the *Corporations Act*.

Section 327C(1) of the *Corporations Act* provides that if:

- (a) a vacancy occurs in the office of auditor of a public company; and
- (b) the vacancy is not caused by the removal of an auditor from office; and
- (c) the directors of the company must, within one month after the vacancy occurs, appoint an auditor to fill the vacancy unless the company at a general meeting has appointed an auditor to fill the vacancy.

Section 327C(2) of the Corporations Act further provides that any such auditor appointed to fill the vacancy holds office until the company's next annual general meeting. This is consistent with section 327B(1) of the Corporations Act, which provides that a public company must appoint an auditor at its first annual general meeting and to fill any vacancy in the office of auditor at each subsequent annual general meeting.

Pursuant to section 327C(1) of the Corporations Act, the Directors of the Company appointed Ian G McDonald to fill the vacancy in the office of auditor until the next annual general meeting.

This resolution seeks shareholder approval for the Company to appoint Ian G McDonald as the Company's auditor in terms of section 327B(1)(b) of the Corporations Act. In respect of this resolution, the Company has received:

- (a) a letter from a shareholder, nominating, in terms of section 328B of the Corporations Act, Ian G McDonald for appointment as the Company's auditor, a copy of which is included in this notice of annual general meeting and Explanatory Statement as Annexure A; and
- (b) a consent, in terms of section 328A of the Corporations Act, to act as auditor of the Company, duly executed by Ian G McDonald.

The Directors recommend shareholders vote in favour of the resolution.

The Chairman intends to vote all undirected proxies in favour of the resolution.

Schedule 1

1. Each Option entitles the holder to subscribe for one fully paid ordinary Share.
2. Each Option is exercisable at any time from the date it is granted (**Grant Date**) until the first anniversary of the Grant Date ("Expiry Date") (inclusive of both dates).
3. Some or all of the Options may be exercised at any one time before the Expiry Date, provided that at least 50,000 options are exercised at any one time.
4. The Exercise Price of each Option is \$0.75.
5. Shares issued pursuant to the exercise of any Option will rank in all respects on equal terms with the existing fully paid ordinary shares in the Company.
6. The number of Shares each Option entitles the holder to will only be adjusted according to paragraph 8 of these terms.
7. An Option will not entitle the holder to participate in any new issue of Shares, unless the Option has been exercised prior to the relevant record date.
8. If there is a pro rata issue, bonus issue, reconstruction or reorganisation (including consolidation, sub-division, reduction or return) of MGM's capital, the rights of the Option holder will be changed to the extent necessary to comply with the applicable Listing Rules at the time of the restructure or reorganisation. Any changes to the terms of the Options will not result in any benefit being conferred on Option holders which is not conferred on the Company's shareholders.
9. The Company will apply to ASX for permission for quotation to be granted in respect of Shares issued upon exercise of any of the Options, in the manner required by the Listing Rules.
10. The Options are not transferable.
11. Shares issued pursuant to the exercise of an Option will be issued on a date which will not be more than 10 days after the receipt of a properly executed notice of exercise of Option and the Exercise Price in respect of the exercise of the Option.

Schedule 2

1. Each Option entitles the holder to subscribe for one fully paid ordinary Share.
2. Each Option is exercisable at any time from the date it is granted until 28 May 2019 ("Expiry Date") (inclusive of both dates).
3. Some or all of the Options may be exercised at any one time before the Expiry Date, provided that at least 50,000 options are exercised at any one time.
4. The Exercise Price of each Option is \$1.30.
5. Shares issued pursuant to the exercise of any Option will rank in all respects on equal terms with the existing fully paid ordinary shares in the Company.
6. The number of Shares each Option entitles the holder to will only be adjusted according to paragraph 8 of these terms.
7. An Option will not entitle the holder to participate in any new issue of Shares, unless the Option has been exercised prior to the relevant record date.
8. If there is a pro rata issue, bonus issue, reconstruction or reorganisation (including consolidation, sub-division, reduction or return) of MGM's capital, the rights of the Option holder will be changed to the extent necessary to comply with the applicable Listing Rules at the time of the restructure or reorganisation. Any changes to the terms of the Options will not result in any benefit being conferred on Option holders which is not conferred on the Company's shareholders.
9. The Company will apply to ASX for permission for quotation to be granted in respect of Shares issued upon exercise of any of the Options, in the manner required by the Listing Rules.
10. The Options are not transferable.
11. Shares issued pursuant to the exercise of an Option will be issued on a date which will not be more than 10 days after the receipt of a properly executed notice of exercise of Option and the Exercise Price in respect of the exercise of the Option.

Schedule 3

1. Each Option entitles the holder to subscribe for one fully paid ordinary Share.
2. Each Option is exercisable at any time from the date it is granted until 30 April 2022 ("Expiry Date") (inclusive of both dates).
3. Some or all of the Options may be exercised at any one time before the Expiry Date, provided that at least 500 options are exercised at any one time.
4. The Exercise Price of each Option is as disclosed in the explanatory statement attached to this notice.
5. Shares issued pursuant to the exercise of any Option will rank in all respects on equal terms with the existing fully paid ordinary shares in the Company.
6. The number of Shares each Option entitles the holder to will only be adjusted according to paragraph 8 of these terms.
7. An Option will not entitle the holder to participate in any new issue of Shares, unless the Option has been exercised prior to the relevant record date.
8. If there is a pro rata issue, bonus issue, reconstruction or reorganisation (including consolidation, sub-division, reduction or return) of our capital, the rights of the Option holder will be changed to the extent necessary to comply with the applicable Listing Rules at the time of the restructure or reorganisation. Any changes to the terms of the Options will not result in any benefit being conferred on Option holders which is not conferred on our shareholders.
9. The Company will apply to ASX for permission for quotation to be granted in respect of Shares issued upon exercise of any of the Options, in the manner required by the Listing Rules.
10. The Options will be fully transferable in accordance with the Company's constitution and, for such time as the Company is listed on ASX, with the Listing Rules.
11. Shares issued pursuant to the exercise of an Option will be issued on a date which will not be more than 10 days after the receipt of a properly executed notice of exercise of Option and the Exercise Price in respect of the exercise of the Option.

Schedule 4

1. Subject to section 7, each Option entitles the holder to one fully paid ordinary share (**Share**) in the capital of MGM Wireless Limited (**Company**).
2. The Options may be exercised at any time prior to 5.00pm (Australian EST) on the date that is 24 months from the date of issue (**Expiry Date**).
3. Subject to section 8, the exercise price of the Options is \$4.00 (**Exercise Price**).
4. To exercise the Options, the Option holder must duly complete, execute and deliver to the Company an exercise notice (**Notice of Exercise**). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the Expiry Date. The Notice of Exercise must, among other things, state the number of Options exercised and the consequent number of Shares to be issued. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
5. All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares.
6. There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. The Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised other than in relation to a Bonus Issue.
7. If there is a bonus issue (**Bonus Issue**) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
8. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.
9. The Options are transferable, subject at all times to any transfer restrictions imposed by ASX or under applicable securities laws, including the Corporations Act 2001 (Cwlth) (**Act**).
10. The Options will not be listed.
11. The Company will, within 7 days of the exercise of the Options, apply for official quotation by the ASX of all Shares issued upon the exercise of the Options. If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Act, or, if the Company is unable to issue such a notice, lodge a prospectus prepared in accordance with the Act and do all such things necessary to satisfy section 708A(11) of the Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

12. Some or all of the Options may be exercised at any one time before the Expiry Date.

ANNEXURE A

**NOTICE OF NOMINATION OF AUDITOR
MGM WIRELESS LIMITED**

ACN 091 351 530

5 October 2018

The Company Secretary
MGM Wireless Limited
The Parks
Suite 13
154 Fullarton Road
ROSE PARK SA 5067

Nomination of Auditor

In accordance with the provisions of section 328B (1) of the *Corporations Act 2001*, I, **Mark Fortunatow** being a member of MGM Wireless Limited hereby nominate Ian G McDonald of 234 Waymouth Street, Adelaide SA 5000 for appointment as auditor of the Company at the Annual General Meeting to be held on 16 November 2018 at Radisson Blu Plaza, 27 O'Connell Street, Sydney NSW.

Please distribute copies of this notice of nomination as required by section 328B (3) of the *Corporations Act 2001*.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Mark Fortunatow', with a stylized flourish at the end.

Mark Fortunatow

5 October 2018



MGM Wireless Limited
ABN 93 091 351 530

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

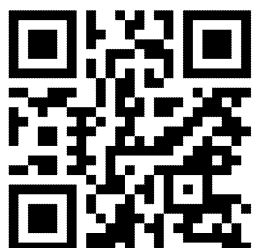
Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

 Vote and view the annual report online • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote.	
Your access information that you will need to vote: Control Number: SRN/HIN: 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 11:00am (AEDT) Wednesday 14 November 2018**

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 or abstain as they choose (to the extent permitted by law). 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 under the help tab, "Printable 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 →**



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.

Proxy Form

Please mark  to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of MGM Wireless Ltd 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MGM Wireless Ltd to be held at **Radisson Blu Plaza, 27 O'Connell Street, Sydney NSW on Friday, 16 November 2018 at 11:00am (AEDT)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 7, 8 & 9** (except where I/we have indicated a different voting intention below) even though **Items 1, 7, 8 & 9** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 7, 8 & 9** by marking the appropriate box in step 2 below.

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
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Director - Mr Glen Butler	☐	☐	☐

For Against Abstain

7. Issue of Options to Mr Mark Fortunatow	☐	☐	☐
8. Issue of Options to Ms Leila Henderson	☐	☐	☐

Special Business

3. Ratification of a previous issue of shares and options to Asenna Wealth Solutions Pty Ltd - Dec 2017 & March 2018	☐	☐	☐
4. Ratification of a previous issue of shares to sophisticated investors - April 2018	☐	☐	☐
5. Ratification of a previous issue of shares to Employee - June 2018	☐	☐	☐
6. Ratification of a previous issue of shares to Gleneagle Securities (Aust) Pty Limited and its nominees - June 2018	☐	☐	☐

9. Issue of Options to Mr Glen Butler	☐	☐	☐
10. Approval of additional 10% placement capacity over a 12 month period	☐	☐	☐
11. Issue Convertible Notes and options pursuant to Convertible Note facility	☐	☐	☐
12. Issue of Options to Gleneagle Securities (Aust) Pty Limited and its nominees	☐	☐	☐
13. Change of Name	☐	☐	☐
14. Appointment of Auditor	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

_____ / /

Date