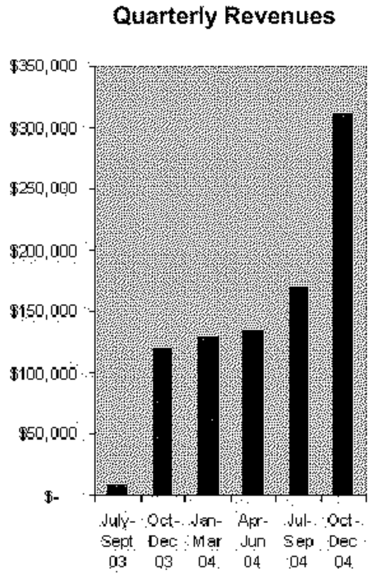
MGMwireless

## Commentary to Quarterly 4C Cashflow Report, October 1st – December 31st, 2004




The company is pleased to report sales grew 161% to $ 310, 540 as compared to $119,10 for the same period a year ago.

Positive cashflow (operating) was achieved for the first time of $ 22,000 and the company reported a (un-audited) net profit for the quarter.

Working capital improved 70 % to $ 793,517 as compared to $ 466,277 for the same period a year ago.

Cash holdings grew 186% to $ 670,000 as compared to $ 234,000 from one quarter ago.

During the period, the number of schools that have now licensed MSGU surpassed 100.

The company previously announced the appointment of a Licensed Operator for Western Australia during the quarter. This agreement involved the payment of an up-front fee to the company. Despite this initial payment, the company is pleased to advise shareholders that underlying business grew by more than 30%.

**For additional information please contact Mark Fortunatow on (08) 8415 5165.**

# Appendix 4C

## Quarterly report
## for entities admitted
## on the basis of commitments

Introduced 31/3/2000. Amended 30/9/2001

Name of entity

MGM WIRELESS LTD

ABN

93 091 351 530

Quarter ended ("current quarter")

31 December 2004

### Consolidated statement of cash flows

| Cash flows related to operating activities | | Current quarter $A'000 | Year to date (…6…months) $A'000 |
|---|---|---|---|
| 1.1 | Receipts from customers | 214 | 356 |
| 1.2 | Payments for (a) staff costs | (107) | (236) |
| | (b) advertising and marketing | ( 60) | (105) |
| | (c) research and development | - | - |
| | (d) leased assets | - | - |
| | (e) other working capital | (112) | (243) |
| 1.3 | Dividends received | - | - |
| 1.4 | Interest and other items of a similar nature received | 4 | 8 |
| 1.5 | Interest and other costs of finance paid | (10) | (10) |
| 1.6 | Income taxes paid | - | - |
| 1.7 | Other (provide details if material) | 93 | 110 |
| | **Net operating cash flows** | 22 | (120) |

+ See chapter 19 for defined terms.

| | | Current quarter $A'000 | Year to date (....6...months) $A'000 |
|---|---|---|---|
| 1.8 | Net operating cash flows (carried forward) | **22** | **(120)** |
| | **Cash flows related to investing activities** | | |
| 1.9 | Payment for acquisition of: | | |
| | (a) businesses (item 5) | | |
| | (b) equity investments | | |
| | (c) intellectual property | | |
| | (d) physical non-current assets | (1) | (4) |
| | (e) other non-current assets | (22) | (22) |
| 1.10 | Proceeds from disposal of: | | |
| | (a) businesses (item 5) | | |
| | (b) equity investments | | |
| | (c) intellectual property | | |
| | (d) physical non-current assets | | |
| | (e) other non-current assets | | |
| 1.11 | Loans to other entities | | |
| 1.12 | Loans repaid by other entities | | |
| 1.13 | Other (provide details if material) | | |
| | **Net investing cash flows** | (23) | (26) |
| **1.14** | **Total operating and investing cash flows** | (1) | (146) |
| | **Cash flows related to financing activities** | | |
| 1.15 | Proceeds from issues of shares, options, etc. | 437 | 437 |
| 1.16 | Proceeds from sale of forfeited shares | | |
| 1.17 | Proceeds from borrowings | | |
| 1.18 | Repayment of borrowings | | |
| 1.19 | Dividends paid | | |
| 1.20 | Other (provide details if material) | | |
| | **Net financing cash flows** | 437 | 437 |
| | **Net increase (decrease) in cash held** | 436 | 291 |
| 1.21 | Cash at beginning of quarter/year to date | 234 | 379 |
| 1.22 | Exchange rate adjustments to item 1.20 | | |
| 1.23 | **Cash at end of quarter** | 670 | 670 |

## Payments to directors of the entity and associates of the directors
## Payments to related entities of the entity and associates of the related entities

| | | Current quarter $A'000 |
|---|---|---|
| 1.24 | Aggregate amount of payments to the parties included in item 1.2 | 56 |
| 1.25 | Aggregate amount of loans to the parties included in item 1.11 | - |

1.26 Explanation necessary for an understanding of the transactions

## Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Nil

2.2 Details of outlays made by other entities to establish or increase their share in businesses in which the reporting entity has an interest

Nil

## Financing facilities available

*Add notes as necessary for an understanding of the position. (See AASB 1026 paragraph 12.2).*

| | | Amount available $A'000 | Amount used $A'000 |
|---|---|---|---|
| 3.1 | Loan facilities | - | - |
| 3.2 | Credit standby arrangements | - | - |

+ See chapter 19 for defined terms.

## Reconciliation of cash

| Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows. | | Current quarter $A'000 | Previous quarter $A'000 |
|---|---|---|---|
| 4.1 | Cash on hand and at bank | 463 | 10 |
| 4.2 | Deposits at call | 207 | 224 |
| 4.3 | Bank overdraft | - | - |
| 4.4 | Other (provide details) | - | - |
| | **Total: cash at end of quarter** (item 1.22) | 670 | 234 |

## Acquisitions and disposals of business entities

| | | Acquisitions *(Item 1.9(a))* | Disposals *(Item 1.10(a))* |
|---|---|---|---|
| 5.1 | Name of entity | N/A | |
| 5.2 | Place of incorporation or registration | N/A | |
| 5.3 | Consideration for acquisition or disposal | N/A | |
| 5.4 | Total net assets | N/A | |
| 5.5 | Nature of business | N/A | |

## Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act (except to the extent that information is not required because of note 2) or other standards acceptable to ASX.

2 This statement does give a true and fair view of the matters disclosed.

Sign here: N J Basseett (Company secretary) Date: 28 January 2005

Print name: Neville John Bassett

## Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2. The definitions in, and provisions of, *AASB 1026: Statement of Cash Flows* apply to this report except for the paragraphs of the Standard set out below.

- ?? 6.2 - reconciliation of cash flows arising from operating activities to operating profit or loss
- ?? 9.2 - itemised disclosure relating to acquisitions
- ?? 9.4 - itemised disclosure relating to disposals
- ?? 12.1(a) - policy for classification of cash items
- ?? 12.3 - disclosure of restrictions on use of cash
- ?? 13.1 - comparative information

3. **Accounting Standards.** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

+ See chapter 19 for defined terms.