



MGM Wireless Ltd.
ASX:MWR ABN 93 091 351 530
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3 July 2009

ASX Limited
Company Announcements Office
20 Bridge Street
SYDNEY NSW 2000

Appendix 3B and Section 708A Notice

Further to the announcement on 2 July 2009 relating to the placement of 16,555,563 ordinary fully paid shares the Company gives this notice pursuant to Section 708A (5) of the Corporations Act 2001 (the "Act").

The shares were issued without disclosure to investors under Part 6D.2, in reliance of Section 708A (5) of the Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company;
and
- (b) Section 674 of the Act.

As at the date of this notice, there is no "excluded information" (as defined in Section 708A(7) and (8) of the Act), required to be disclosed by the Company.

An Appendix 3B in relation to the issue of shares is attached.

For further information please contact:

MGM Wireless Ltd. - (ASX:MWR, MWRO)
Mark Fortunatow

CEO

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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.

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 | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 16,555,563 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Equal with existing ordinary fully paid shares |

4	Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes – Ordinary fully paid shares	
5	Issue price or consideration	\$0.009	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	For working capital purposes and to assist in the marketing and sales of the company’s products to schools.	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	2 July 2009	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		215,116,767	Ordinary Shares
		14,103,380	30/11/2010 options exercisable at 20 cents

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		4,000,000	Ordinary shares, subject to voluntary escrow
		5,100,000	31/12/2010 options exercisable at 20 cents each
		4,257,143	31/01/2010 incentive options exercisable at 7 cents each
		3,000,000	31/01/2010 incentive options exercisable at 9 cents each
		6,500,000	31/01/2011 incentive options exercisable at 22 cents each
		2,283,333	15/11/2009 employee options exercisable at 4.5 cents each
		1,783,333	15/11/2010 employee options exercisable at 6 cents each
		933,334	15/11/2011 employee options exercisable at 8 cents each
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	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

(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

Quotation agreement

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

2 We warrant the following to ASX.

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

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

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

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

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

Sign here: M Fortunatow
 Company secretary

Date: 2 July 2009

Print name: Mark Fortunatow

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