

30 June 2017

Australian Securities Exchange (**ASX**)
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

Exercise of Put Option

As part of Wangle Technologies Limited's (**Wangle** or **Company**) (**ASX: WGL**) back-door listing and reinstatement to official quotation on 26 February 2016, the Company acquired a majority shareholding in NexGen Networks Ltd (**NexGen**).

As detailed in the Company's Notice of Meeting dated 23 November 2015 and the Company's Prospectus dated 22 December 2015, the transaction included a put option held by the B Class Shareholders in NexGen (**Put Option**).

The Put Option is exercisable between 12 and 24 months after signing of the original transaction term sheet. The Company has received notice from the B Class Shareholders that they wish to exercise the Put Option.

The exercise of the Put Option has today completed and the Company now owns 100% of the shares in NexGen and has issued 84,600,000 Shares and 9,400,000 C Class Performance Shares as restricted securities and 40,500,000 Shares and 4,500,000 C Class Performance Shares as unrestricted securities to the B Class Shareholders.

An Appendix 3B is attached with respect to the new securities issued.

The Company gives this Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**).

The shares of the Option Conversion were issued without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this Notice, the Company has complied with:

- the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- section 674 of the Corporations Act.

As at the date of this Notice, there is no excluded information for the purposes of section 708A(7) and 708A(8) of the Corporations Act.

- ENDS -

For further information, please contact:

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Wangle Technologies

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ABOUT WANGLE TECHNOLOGIES

Wangle Technologies has developed patented algorithms that not only optimise, compress and secure the data flow to mobile devices, but facilitate real time analysis of network patterns and usage behaviours. Wangle's technology provides compelling value to consumers, service providers and enterprises looking for innovative low-cost solutions for managing network capacity and use.

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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

WANGLE TECHNOLOGIES LIMITED

ABN

80 096 870 978

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.
(b) Fully Paid Ordinary Shares escrowed until 26 February 2018.
(c) Class C Performance Shares.
(d) Class C Performance Shares escrowed until 26 February 2018. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 40,500,000
(b) 84,600,000
(c) 4,500,000
(d) 9,400,000 |

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Appendix 3B
New issue announcement

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<p>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)</p>	<p>(a) and (b) are fully paid ordinary shares.</p> <p>Each Class C Performance Share converts into one Fully Paid Ordinary Share upon the Company (or an entity controlled by the Company) receiving \$1,000,000 in cumulative revenue, as confirmed by the Company's auditor or another suitably qualified independent third party mutually agreed by the Company and NexGen Networks Limited, pursuant to an agreement to license the Group's Technology within 3 years from the date of settlement of the Acquisition.</p>
<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>(a) Yes. (b) Yes. (c) No, but Performance Shares may convert into Fully Paid Ordinary Shares. (d) No, but Performance Shares may convert into Fully Paid Ordinary Shares.</p>
<p>5 Issue price or consideration</p>	<p>B Class Shares in NexGen Networks Limited.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As detailed in the Company's Notice of Meeting dated 23 November 2015 and the Company's Prospectus dated 22 December 2015, the transaction included a put option held by the B Class Shareholders in NexGen (Put Option).</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b - 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes.</p>

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6b	The date the security holder resolution under rule 7.1A was passed	28 November 2016.				
6c	Number of +securities issued without security holder approval under rule 7.1	Nil.				
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil.				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>(a) 40,500,000 Fully Paid Ordinary Shares¹. (b) 84,600,000 Fully Paid Ordinary Shares escrowed until 26 February 2018¹. (c) 4,500,000 Class C Performance Shares¹. (d) 9,400,000 Class C Performance Shares escrowed until 26 February 2018¹.</p> <p>¹ Approved at the General Meeting of Shareholders held on 23 December 2015.</p>				
6f	Number of +securities issued under an exception in rule 7.2	Nil.				
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	<table border="1"> <tr> <td>7.1</td> <td>135,206,625</td> </tr> <tr> <td>7.1A</td> <td>92,404,417</td> </tr> </table>	7.1	135,206,625	7.1A	92,404,417
7.1	135,206,625					
7.1A	92,404,417					

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Appendix 3B
New issue announcement

7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	29 June 2017
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	Number	+Class
8	<p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<p>756,094,168</p> <p>Ordinary Fully Paid Shares</p>

	Number	+Class
9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<p>169,350,000</p> <p>Fully Paid Ordinary Shares classified as restricted securities.</p> <p>2,000,000</p> <p>Options exercisable at \$0.05 each on or before 31 December 2017.</p> <p>43,034,867</p> <p>Options exercisable at \$0.025 each on or before 31 August 2018.</p> <p>5,000,000</p> <p>Options exercisable at \$0.075 each on or before 31 August 2018.</p> <p>5,000,000</p> <p>Options exercisable at \$0.10 each on or before 31 August 2018.</p> <p>5,000,000</p> <p>Options exercisable at \$0.15 each at any time on and from the date on which the Optionholder has introduced institutional investors that together hold not less than 5% of the issued Shares of the Company within 18 month of the date of issue of the Options until 31 August 2018.</p> <p>45,000,000</p> <p>Class C Performance Shares, each of which converts into one Fully Paid</p>

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		<p>Ordinary Share upon the Company (or an entity controlled by the Company) receiving \$1,000,000 in cumulative revenue, as confirmed by the Company's auditor or another suitably qualified independent third party mutually agreed by the Company and NexGen Networks Limited, pursuant to an agreement to license the Group's Technology within 3 years from 19 February 2016.</p>
	5,000,000	<p>Class D Performance Shares, each of which converts into one Fully Paid Ordinary Share upon the Company (or an entity controlled by the Company) having 1,000,000 paying users of the Group's Technology publicly available in the Google Play or Apple App store within 3 years from 19 February 2016.</p>

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No plans to pay dividends at this stage.
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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

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Appendix 3B
New issue announcement

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	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 <i>in full</i> through a broker?	N/A

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31	How do security holders sell <i>part</i> 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

(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

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New issue announcement

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	N/A

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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.



Loren King
Company Secretary
30 June 2017

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	717,744,168
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>19,000,000 fully paid ordinary shares issued on various dates upon conversion of options.</p> <p>23,500,000 fully paid ordinary shares escrowed until 26 Feb 2018.</p> <p>38,700,000 fully paid ordinary shares released from escrow on 27 Feb 2017.</p> <p>40,500,00 fully paid ordinary shares upon the exercise of the Put Option.</p> <p>84,600,000 fully paid ordinary shares upon the exercise of the Put Option escrowed until 26 Feb 2018.</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	924,044,168

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	138,606,625
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12-month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>1,400,000 Fully paid ordinary shares. 2,000,000 Options exercisable at \$0.05 each on or before 31 December 2017.</p>
“C”	3,400,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	138,606,625
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	3,400,000
Total [“A” x 0.15] – “C”	135,206,625 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	924,044,168
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	92,404,417
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	92,404,417
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	92,404,417 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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