

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>Shares</b> )<br>(b) options exercisable at \$0.01 on or before 30 June 2021<br>(c) options exercisable at \$0.025 on or before 31 August 2018<br>(d) Shares |
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**Appendix 3B**  
**New issue announcement**

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- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued
- (a) up to 1,100,444,168  
(this remains subject to completion of the entitlement issue pursuant to the prospectus dated 11 May 2018 (**Prospectus**) and is based on the number of Shares on issue as at the date of the Prospectus)
  - (b) up to 1,100,444,168  
(this remains subject to completion of the entitlement issue pursuant to the Prospectus and is based on the number of Shares on issue as at the date of the Prospectus)
  - (c) up to 100,000  
(this remains subject to completion of the cleansing offer pursuant to the Prospectus)
  - (d) up to 20,000,000  
(this remains subject to completion of the entitlement issue pursuant to the Prospectus)
- 3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- (a) Shares
  - (b) options exercisable at \$0.01 on or before 30 June 2021
  - (c) options exercisable at \$0.025 on or before 31 August 2018
  - (d) Shares

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4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- (a) Yes
- (b) No – ordinary shares issued upon exercise of the options will rank equally with existing quoted ordinary shares
- (c) Yes – application for quotation of this class of options (both those already on issue and those to be issued as notified in this Appendix 3B) is sought by this Appendix 3B. Further ordinary shares issued upon exercise of these options will rank equally with existing quoted ordinary shares
- (d) Yes

5 Issue price or consideration

- (a) \$0.003 per Share
- (b) Nil cash consideration. Free attaching (on a 1 for 1 basis) to the Shares subscribed for under the entitlement issue in the Prospectus.
- (c) \$0.01 per option
- (d) Nil cash consideration. Issued pursuant to the terms of a lead manager mandate entered into between the Company and CPS as set out in the Prospectus (**Mandate**).

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**Appendix 3B**  
**New issue announcement**

<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) To fund expenditure on maintaining Wangle's existing business, ongoing development of technology, marketing of Wangle technology, repayment of debt, general working capital and the expenses of the offers under the Prospectus.</p> <p>(b) Issued as free attaching options (on a 1 for 1 basis) to the Shares subscribed for under the entitlement issue in the Prospectus</p> <p>(c) To remove any trading restrictions on the sale of options in the same class issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the closing date of the Cleansing Offer (as defined in the Prospectus).</p> <p>(d) To be issued pursuant to the terms of the Mandate.</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 <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>28 November 2017</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>(a) Nil          (b) Nil          (c) Up to 100,000          (d) Up to 20,000,000</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>(a) Nil          (b) Nil          (c) Nil          (d) Nil</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a) Nil (b) Nil (c) Nil (d) Nil
6f	Number of +securities issued under an exception in rule 7.2	(a) Up to 1,100,444,168 (this remains subject to completion of the entitlement issue pursuant to the Prospectus and is based on the number of Shares on issue as at the date of the Prospectus) (b) Up to 1,100,444,168 (this remains subject to completion of the entitlement issue pursuant to the Prospectus and is based on the number of Shares on issue as at the date of the Prospectus) (c) Nil (d) 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	7.1 – 93,716,625 (increasing to up to 258,783,250 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus) 7.1A – 32,544,416 (increasing to up to 152,588,833 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)

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**Appendix 3B**  
**New issue announcement**

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7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

(a) 22 June 2018
(b) 22 June 2018
(c) 29 June 2018
(d) 22 June 2018

8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
2,220,888,336*	Ordinary Fully Paid Shares
138,134,867**	Options exercisable at \$0.025 each on or before 31 August 2018***

\* This remains subject to completion of the entitlement issue pursuant to the Prospectus and is based on the maximum number of Shares being issued under (a) and (d)

\*\* This remains subject to completion of the cleansing offer pursuant to the Prospectus and is based on the maximum number of Options being issued under (c)

\*\*\* Application for quotation of these existing options and the options in this class offered under the cleansing offer in the Prospectus is sought in this Appendix 3B

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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	5,000,000	Options exercisable at \$0.075 each on or before 31 August 2018.
		26,000,000	Options exercisable at \$0.10 each on or before 31 August 2018.
		1,100,444,168	Options exercisable at \$0.01 each on or before 30 June 2021.*
		45,000,000	Class C Performance Shares, each of which 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 19 February 2016.
		5,000,000	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.

*\* (This remains subject to completion of the entitlement issue pursuant to the Prospectus and is based on the maximum number of options being issued under (b))*

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?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1:1
14	+Class of +securities to which the offer relates	(a) Shares (b) unquoted options exercisable at \$0.01 on or before 30 June 2021
15	+Record date to determine entitlements	17 May 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Not applicable – 1:1 ratio
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>	China, Singapore, Switzerland, United Kingdom, United States of America
19	Closing date for receipt of acceptances or renunciations	15 June 2018

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20	Names of any underwriters	N/A - The offer is not underwritten.
21	Amount of any underwriting fee or commission	N/A - The offer is not underwritten.
22	Names of any brokers to the issue	CPS Capital Group Pty Ltd (ACN 088 055 636 and AFSL 294848) ( <b>CPS</b> )
23	Fee or commission payable to the broker to the issue	A management fee of 2% (excluding GST) of the total funds raised under the entitlement offer and a shortfall fee of 6% (excluding GST) of funds raised by the placement of any shortfall to the entitlement offer (except in respect of subscribers introduced by the Company and details of which have been provided to CPS by the Company) is payable by the Company to CPS as well as the issue of up to 20,000,000 Shares (with the quantity to be scaled back on a pro-rata basis if the full subscription is not obtained).
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	22 May 2018
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	14 May 2018
28	Date rights trading will begin (if applicable)	N/A – the offer is non-renounceable
29	Date rights trading will end (if applicable)	N/A – the offer is non-renounceable
30	How do security holders sell their entitlements <i>in full</i> through	N/A – the offer is non-renounceable

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**Appendix 3B**  
**New issue announcement**

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	a broker?	<input type="text"/>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A – the offer is non-renounceable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A – the offer is non-renounceable
33	+Issue date	22 June 2018

### Part 3 - Quotation of securities

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

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1 ((a), (c) and (d))

(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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**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

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

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)

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


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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**  
11 May 2018

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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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	800,344,168
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p style="text-align: right;">-</p> <p style="text-align: right;">125,100,000 Shares issued on 29/06/17 with shareholder approval obtained on 23/12/15</p> <p style="text-align: right;">100,000,000 Shares issued on 08/12/17 with shareholder approval on 12/03/18</p> <p style="text-align: right;">-</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	<p>1,025,444,168</p> <p>(increasing to up to 2,125,888,336 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)</p>

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Appendix 3B  
New issue announcement

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	153,816,625  (increasing to up to 318,883,250 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>5,000,000 Shares issued on 11/05/18</p> <p>35,000,000 unquoted options exercisable at \$0.025 on or before 31 August 2018 issued on 11/05/18</p> <p>100,000 unquoted options exercisable at \$0.025 on or before 31 August 2018 to be issued under the cleansing offer in the Prospectus</p> <p>20,000,000 Shares proposed to be issued pursuant to the Mandate</p>
<b>“C”</b>	<b>60,100,000</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>153,816,625</p> <p>(increasing to up to 318,883,250 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)</p>
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	60,100,000

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<b>Total</b> ["A" x 0.15] – "C"	93,716,625  (increasing to up to 258,783,250 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>
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## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,025,444,168  (increasing to up to 2,125,888,336 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	102,544,416  (increasing to up to 212,588,833 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	70,000,000 Shares issued on 22/03/18
<b>“E”</b>	70,000,000

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>102,544,416</p> <p>(increasing to up to 212,588,833 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)</p>
<p><b>Subtract "E"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>70,000,000</p>
<p><b>Total</b> ["A" x 0.10] – "E"</p>	<p>32,544,416</p> <p>(increasing to up to 152,588,833 assuming 1,100,444,168 Shares are issued pursuant to the Prospectus)</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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