

ASX RELEASE
19 January 2015

**Entitlement Offer cleansing notice
Section 708AA(2)(f) Corporations act
Wavenet International Limited (ASX Code: WAL)**

Wavenet International Limited (**Wavenet**) announced on 16 January 2015 that it will undertake a 1 for 1 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Wavenet (**New Shares**) to raise approximately \$554,776 (before offer costs) (**Entitlement Offer**).

The Entitlement Offer is fifty percent underwritten by Westwall Holdings Pty Ltd (**Underwriter**).

The offer price for the Entitlement Offer will be \$0.01 per share (**Offer Price**).

Under the Entitlement Offer, eligible shareholders (**Eligible Shareholders**) will be able to subscribe for 1 new ordinary share in Company for every 1 existing share held at 5.00pm (AWST) on 27 January 2015 (**Record Date**) at the Offer Price (**Entitlements**).

Wavenet will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Class Order 08/35 (**CO 08/35**).

Further details of the Entitlement Offer are set out in the Offer Document that has been lodged with ASX today and that will be dispatched to Eligible Shareholders on or about 29 January 2015.

Details of the securities issued

Class of securities:	Ordinary shares
ASX Code of the securities:	WAL
Date of the issue or expected issue of the securities:	16 February 2015
Total number of securities expected to be issued (subject to rounding of fractional entitlements):	55,477,660 New Shares

For the purposes of section 708AA(7) Corporations Act, Company advises:

1. the New Shares will be issued without disclosure under part 6D.2 Corporations Act as notionally modified by CO 08/35;
2. this notice is given under section 708AA(2)(f) Corporations Act as notionally modified by CO 08/35;
3. as at the date of this notice, Wavenet has complied with:

- (i) the provisions of chapter 2M Corporations Act as they apply to Wavenet; and
 - (ii) section 674 Corporations Act;
- 4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) Corporations Act as notionally modified by CO 08/35; and
- 5. information regarding the potential effect of the Entitlement Offer on the control of Company, and the consequences of that effect, is set out below.

Summary of potential effect on control of Company

- 6. It is not possible to exactly predict the effect of the Entitlement Offer on the control of Company. There are various possible outcomes that may arise and these, in large part, will depend on the extent to which Eligible Shareholders take up their entitlements under the Entitlement Offer and apply for Additional Shares under the Top Up Facility.
- 7. An outline of the most likely scenarios is as follows:
 - (a) If all Eligible Shareholders take up their Entitlement for New Shares under the Entitlement Offer, the Entitlement Offer will have no effect on the control of Company.
 - (b) In the more likely event that all Eligible Shareholders do not participate in the Entitlement Offer, any Eligible Shareholder that fails to take up their Entitlement for New Shares under the Entitlement Offer will have their percentage holding in Company diluted by those other Eligible Shareholders who take up some, all or more than their Entitlement, or by the Underwriter in accordance with or the underwriting arrangements as follows:
 - (i) The Underwriter is obliged to take up at least fifty percent of the Entitlement Offer to the extent it is not subscribed by Eligible Shareholders. This means that Eligible Shareholders who do not participate in the Entitlement Offer will have their percentage holding diluted by at least one third.

The Underwriter has the right to take up any part or all of the Entitlement Offer to the extent it is not subscribed by Eligible Shareholders. This means that, if the Underwriter takes up the entire shortfall, Eligible Shareholders who do not participate in the Entitlement Offer may have their percentage diluted by up to one half.

Signed for and on behalf of Wavenet International Limited.

Laurence Holyoak
Company Secretary
Wavenet International Limited



WAVENET INTERNATIONAL LIMITED

ACN 087 139 428

OFFER DOCUMENT

For a pro rata non-renounceable rights issue of one (1) New Share for every one (1) Share held by Shareholders registered at 5.00pm (WST) on 27 January 2015 at an issue price of 1 cent per Share to raise up to approximately \$554,777 (Offer).

CLOSING DATE: 5.00pm (WST), 9 February 2015

Underwriter

Westwall Holdings Pty Ltd ACN 009 415 758

IMPORTANT NOTICE

This document is not a prospectus. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

The New Shares offered by this Offer Document should be considered speculative.

This offer opens on 30 January 2015 and closes at 5.00pm (WST) on 9 February 2015. Valid acceptances must be received before that time.

Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

IMPORTANT NOTES

This Offer Document is dated 19 January 2015.

No person is authorised to give information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

The Offer is an offer of quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with section 708AA of the Corporations Act. In broad terms, section 708AA relates to rights issues by certain companies that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than that required in a prospectus. Eligible Shareholders should therefore rely upon their own knowledge of the Company, refer to the disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to accept the Offer.

Capitalised terms in this Offer Document are generally defined terms. Their meaning is set out in Section 5 of this Offer Document.

Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Forms sets out an Eligible Shareholder's Entitlement to participate in the Offer.

Overseas Shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of the New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

Shareholders resident outside Australia and New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to take up their Entitlements under the Offer.

Privacy Act

If you complete an application for New Shares, you will be providing personal information to the Company (directly or by the Company's Share Registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1998 (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

CORPORATE DIRECTORY

Directors

Edward Hoskin Stroud
Gregg Christopher Freemantle
Laurence Stuart Holyoak

Company Secretary

Laurence Holyoak

Registered Office

45 Quarry Street
Fremantle WA 6160

Telephone: (08) 9435 3800
Facsimile: (08) 9435 3899

Underwriter

Westwall Holdings Pty Ltd
45 Quarry Street
Fremantle WA 6160

Share Registry

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St Georges Terrace
Perth WA 6000

Investor enquiries:

Telephone: 1300 557 010
(08) 9323 2000

Facsimile: (08) 9323 2033

Auditor

Moore Stephens Perth

Securities Exchange Listing

ASX Limited
(Home Branch - Perth)
ASX Code: WAL

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1 DETAILS OF THE OFFER

1.1 The Offer

The Company is making a non-renounceable pro-rata offer of New Shares at an issue price of 1 cent each on the basis of one (1) New Share for every one (1) Share held on the Record Date (the Offer).

The Company intends to apply the funds raised from the Offer towards working capital, in particular to satisfy claims by the Australian Taxation Office upon the Company.

As at 16 January 2015, the date of announcement of the Offer, the Company had on issue:

- 55,477,660 listed Shares; and
- 8,900,000 unlisted Options exercisable at 40 cents each by 31 August 2016.

Option holders are not entitled to participate in the Offer in respect of their Options. Where the determination of the Entitlement of any Eligible Shareholder results in a fraction such fraction will be rounded down to the nearest whole number.

The Offer is non-renounceable. Eligible Shareholders who do not wish to subscribe for some or all of their Rights have no opportunity to sell their Rights. Shareholders who do not exercise their Rights will be diluted with respect to their interest in the Company.

1.2 Effect of the Offer on the Capital Structure and Financial Position of the Company

The capital structure of the Company following completion of the Offer is summarised below:

Shares	Number
Shares on issue at the date of the Offer ¹	55,477,660
New Shares now offered under the Offer ²	55,477,660
Total Shares on issue at completion of the Offer	110,955,320
Options	Number
Options on issue at the date of the Offer ¹	8,900,000

- 1. The Shares on issue at the date of the Offer may increase if existing Options are exercised before the Record Date, and the Options on issue will correspondingly decrease.*
- 2. The New Shares to be offered may increase if existing Options are exercised before the Record Date.*

The Company's cash reserves following completion of the Offer, assuming the Offer, or the Shortfall offer if any, is fully subscribed, will increase by approximately \$554,777, being the gross proceeds of the Offer, less the costs of the Offer.

1.3 Timetable

Announcement of Offer	16 January 2015
Lodgment of Offer Document & Appendix 3B & Section 708AA(2)(f) Notice	19 January 2015
Record Date (date for determining entitlements of eligible shareholders to participate in the Rights Issue)	27 January 2015
Offer Document dispatched to Shareholders (expected date of dispatch of offer document, entitlement and acceptance forms)	29 January 2015
Rights Issue opens	30 January 2015
Closing Date* (5.00pm WST)	9 February 2015
Notification of under-subscriptions to Underwriter and ASX	13 February 2015
Allotment Date**	13 February 2015
Dispatch Holding Statements**	16 February 2015

* Subject to the Listing Rules, the Directors, in conjunction with the Underwriter, reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur the extension will have a consequential effect on the anticipated date of issue for the New Shares.

** Dates are indicative only

1.4 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Offer is determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

Acceptances must not exceed your maximum Entitlement (as shown on the Entitlement and Acceptance Form) although you may accept a lesser number of New Shares should you wish to take up only part of your Entitlement. If your acceptance exceeds your Entitlement, acceptance will be deemed to be for your maximum Entitlement and any surplus application monies will be returned to you.

1.5 Rights trading

The Offer is non-renounceable. There is no opportunity to sell the Rights.

1.6 Underwriting

The Offer is part underwritten by Westwall Holdings Pty Ltd. The Underwriting Agreement is subject to certain conditions including circumstances under which the Underwriter may terminate its obligations. The terms and conditions of the Underwriting Agreement, including underwriting expenses, are summarised in Section 4.1 of this Offer Document.

1.7 Shortfall

If you do not wish to take up any part of your Entitlement or trade your Rights under the Offer, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall and dealt with by the Underwriter as outlined in Section 1.6 and 4.1.

In the event that the Shortfall or part of the Shortfall is not dealt with by the Underwriter for any reason, the Directors reserve the right to issue the Shortfall at their discretion.

1.8 Opening and Closing Dates

The Offer opens on the Opening Date, being 30 January 2015. The Company will accept Entitlement and Acceptance Forms until 5.00pm WST on the Closing Date or such other date as the Directors, in conjunction with the Underwriter, in their absolute discretion shall determine, subject to the Listing Rules.

1.9 Issue and Dispatch

The expected dates for issue of New Shares offered by this Offer Document and dispatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 1.3 of this Offer Document.

It is the responsibility of applicants to determine their allocation prior to trading in the New Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.10 ASX Listing

The Company has applied to the ASX for quotation of the New Shares. The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription. Issues of New Shares under the Offer will only be made after permission for their quotation on the ASX has been granted.

1.11 CHESS

The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation. Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification

Number (HIN) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.12 Overseas Eligible Shareholders

This Offer Document and accompanying Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Shareholders resident outside Australia should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to take up their Entitlements under the Offer.

1.13 Taxation Implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax advisor in connection with subscribing for New Shares under this Offer Document.

1.14 Rights and Liabilities attaching to New Shares

The New Shares will rank equally in respect of dividends and have the same rights in all other respects (e.g. voting, bonus issues) as existing Shares. Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

1.15 Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are described in Section 3 of this Offer Document.

1.16 Withdrawal of Offer

The Directors may at any time, in conjunction with the Underwriter, decide to withdraw this Offer Document and the offer of New Shares made under this Offer Document in which case the Company will return all application monies (without interest) within 28 days of giving such notice of withdrawal.

1.17 Enquiries concerning Offer Document

Enquiries concerning the Entitlement and Acceptance Form can be made by contacting Computershare Investor Services Pty Ltd by telephone on 1300 557 010.

Enquiries relating to this Offer Document should be directed to the Company by telephone on (08) 9435 3800 or by fax on (08) 9435 3899.

2 ACTION REQUIRED BY SHAREHOLDERS

2.1 If you wish to take up your Rights

If you are an Eligible Shareholder and you wish to take up all or part of your Rights, you must accept the Offer by completing the personalised Entitlement and Acceptance Form mailed to you with this Offer Document. Your personalised Entitlement and Acceptance Form will detail your entitlement to New Shares under the Offer. You should complete the form in accordance with the instructions set out on the reverse side of the form.

Your completed Entitlement and Acceptance Form must be accompanied by the requisite Application Monies calculated at one (1) cent in aggregate for each New Share. Please ensure that the completed Entitlement and Acceptance Form, together with your Application Monies is received by the Share Registry by not later than 5.00pm WST on 9 February 2015 or such later date as the Directors advise.

2.2 If you do nothing

If you are an Eligible Shareholder and you do nothing by 5.00pm WST on 9 February 2015, being the Closing Date, your Rights will form part of the Shortfall which will be dealt with by the Underwriter as outlined in Section 1.7.

2.3 Form of Payment

All cheques must be drawn on an Australian Bank or Bank Draft made payable in Australian currency to "Wavenet International Limited Share Issue" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form, together with your cheque, must be forwarded to:

By Mail:

Wavenet International Limited
Computershare Investor Services Pty Ltd
GPO Box D182
Perth WA 6840

In Person:

Wavenet International Limited
Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace
Perth WA 6000

Completed Entitlement and Acceptance Forms and payment must be received no later than 5.00pm (WST) on the Closing Date.

3 RISK FACTORS

3.1 General

The New Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

Whilst the Directors recommend that Shareholders take up their Entitlement, there are numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which New Shares will trade.

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. However, the summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

3.2 General Economic Climate

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices. The Company's future revenues and Share price may be affected by these factors, as well as by fluctuations in the price of minerals or commodities, which are beyond the Company's control.

3.3 Operational Risks

The Company's business, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on, amongst other things:

- the discovery and-or acquisition of economically recoverable reserves;
- access to adequate capital for project development;
- securing and maintaining title to interests;
- obtaining consents and approvals necessary for the conduct of projects; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

3.4 Foreign exchange risk

The Company holds interests in operations in Indonesia and the costs of and any revenues from these operations will be in United States dollars. As the Company's financial reports are presented in Australian dollars, the Company will be exposed to the volatility and fluctuations of the exchange rate between the United States dollar and the Australian dollar.

Global currencies are affected by a number of factors that are beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities together with the ability to fund those plans and activities.

3.5 Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

3.6 Environmental

The Company's activities are subject to the environmental risks inherent in the mining and agriculture industries. The Company is subject to environmental laws and regulations in connection with operations it may pursue in the mining and agriculture industries. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations on any area.

3.7 Future capital needs and additional funding

The funding of any further ongoing capital requirements beyond the requirements as set out in this Offer Document will depend upon a number of factors including the extent of the Company's ability to generate income from activities which the company cannot forecast with any certainty.

Any additional equity financing will be dilutive to shareholders, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional funding as needed, it may not be able to take advantage of opportunities or develop projects. Further,

the Company may be required to reduce the scope of its operations or anticipated expansion and it may affect the Company's ability to continue as a going concern.

3.8 Reliance on Key Personnel

The Company's success depends largely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in industries that the Company operates in and the Company's ability to find and retain key executives.

3.9 Insurance

Insurance against all risks associated with the Company's operations is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

3.10 Sharemarket Conditions

The market price of the Company's Shares may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular.

3.11 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Document. Therefore, the New Shares offered pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the New Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

4 ADDITIONAL INFORMATION

4.1 Underwriting Agreement

The Offer is partly underwritten by Westwall Holdings Pty Ltd.

The principal terms of the Underwriting Agreement are:

1. It is conditional upon Wavenet's shareholders approving the issue of shares the subject of the agreement;
2. It is conditional upon ASX providing its approval to the notice of meeting of shareholders to vote to approve the issue of shares the subject of the agreement.
3. It is conditional upon ASIC not objecting to, or the Company adequately responding to any ASIC objections to, the notice of meeting of shareholders to vote to approve the issue of shares the subject of the agreement.
4. Westwall Holdings Pty Ltd will subscribe for at 27,738,830 of the shortfall of shares under the Rights Issue or such lesser amount as exists as shortfall, at a subscription price of 1cent each;
5. Westwall Holdings Pty Ltd may subscribe for (and Wavenet will allot) any such part of the remaining shortfall, at a subscription price of 1 cent each, after taking up its underwritten shares;
6. Westwall Holdings Pty Ltd will not charge the Company a management or underwriting fee but the Company will meet all of the costs of preparation of the underwriting agreement and the issue of shares;
7. The funds subscribed by Westwall Holdings Pty Ltd will be used for the Company's working capital, in particular to satisfy the Company's taxation obligations.

The effect on control of the Company will be as follows:

- a) If all shareholders of the Company on the Record Date take up their entitlements under the Offer, then the issue of New Shares under the Offer will have no effect on the control of the Company.
- b) If the shareholders take up none or only some of their entitlements under the Offer then the issue of New Shares under the Offer will have an effect on control of the Company. The maximum change in control of the Company will be an increase in voting rights of entities associated with Mr Stroud, from 31.53% to 65.76%.

4.2 Section 708AA (2) (f) Notice

The Company has lodged with ASX a notice in accordance with section 708AA of the Corporations Act, which sets out, amongst other information, the effect of the Offer on the control of the Company, taking into account the identity and current shareholdings of the sub-underwriters to the Offer. This notice may be reviewed on the websites of the Company and ASX.

5 DEFINED TERMS

Applicant refers to a person who submits an Entitlement and Acceptance Form.

Application refers to the submission of an Entitlement and Acceptance Form.

Application Monies means monies received from persons applying for New Shares.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Closing Date means 5.00pm WST on 9 February 2015.

Company means Wavenet International Limited (ACN 087 139 428).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date.

Entitlement means the entitlement to subscribe for New Shares under this Offer, and Entitlements has a corresponding meaning.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Listing Rules means the Listing Rules of the ASX.

New Share means a new Share proposed to be issued pursuant to this Offer.

Offer means the offer of New Shares offered under this Offer Document.

Offer Document means this Offer Document dated 19 December 2014.

Opening Date means 30 January 2015.

Options means an option to acquire a Share.

Record Date means 27 January 2015.

Rights means the number of New Shares that an Eligible Shareholder is entitled under this Offer.

Rights Issue means the issue of New Shares under the Offer to Eligible Shareholders on the basis of one (1) New Share for every one (1) Share held on the Record Date.

Share means an ordinary fully paid share in the capital of the Company.

Share Registry means Computershare Investor Services Pty Ltd, GPO Box D182, Perth WA 6840.

Shortfall means those New Shares under the Offer not applied for by Shareholders under their Entitlement.

Shareholder means a holder of Shares.

Underwriter means Westwall Holdings Pty Ltd (ACN 009 415 758).

Underwriting Agreement means the underwriting agreement dated October 2014 between the Underwriter and the Company.

WST means Australian Western Standard Time.

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

Wavenet International Limited

ABN

50 087 139 428

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 Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 55,477,660 |
| 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) | N/A |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes
	<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 	
5	Issue price or consideration	\$0.01 each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To allow the Company to satisfy the claim from the Australian Taxation Office
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	55,477,660 23 December 2014	
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	N/A	
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.	16 February 2015	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		110,955,320	Ordinary

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number Nil	⁺ Class
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	Yes	
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	Ordinary	
15	⁺ Record date to determine entitlements	27 January 2015	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A	
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.</small>	N/A	
19	Closing date for receipt of acceptances or renunciations <small>Cross reference: rule 7.7.</small>	9 February 2015	

+ See chapter 19 for defined terms.

20	Names of any underwriters	Westwall Holdings Pty Ltd
21	Amount of any underwriting fee or commission	Nil
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	29 January 2015
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)	30 January 2015
29	Date rights trading will end (if applicable)	9 February 2015
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date 16 February 2015

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

⁺ See chapter 19 for defined terms.

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	<p>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 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td style="height: 100px;"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

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.

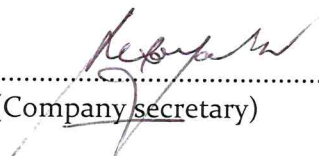
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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.

Sign here:


.....
(Company secretary)

Date: 16 January 2015

Print name:

Laurence Stuart Holyoak.....

== == == == ==

+ See chapter 19 for defined terms.