

3 March 2016

Mr Ben Secrett  
ASX Compliance Pty Ltd  
Level 40, Central Park  
152-158 St George's Terrace  
Perth WA 6000

By email: [ben.secrett@asx.com.au](mailto:ben.secrett@asx.com.au) and [tradinghaltsperth@asx.com.au](mailto:tradinghaltsperth@asx.com.au)

Dear Ben,

**RE: WANGLE TECHNOLOGIES LIMITED ("ENTITY"): RESPONSE TO ASX AWARE LETTER**

We refer to your letter dated 1 March 2016 and respond to your questions as follows:

1. No
2. The key terms of the Power Skills Agreement are currently non-binding and indicative only. These terms are to be agreed between the parties in a formal agreement. Accordingly, the Entity does not consider that the information disclosed in the Power Skills Announcement to be material information that a reasonable person would expect to have a material effect of the price or value of its securities. The Entity considered that it was pertinent to announce the Power Skills Information on 29 February 2016 so that the information could be referred to in roadshow presentations being undertaken by the Entity.
3.
  - 3.1. The Entity is not a party to the Power Skills Agreement. The Power Skills Agreement was entered into by its now subsidiary, NexGen Networks Limited (**NexGen**).

The Entity understands that NexGen entered into the Power Skills Agreement on 5 February 2016. At the time of entry into the Power Skills Agreement, the Entity had not yet acquired NexGen.

Whilst the board of directors of the Entity was made aware of NexGen's discussions with Power Skills Limited on 20 January 2016, the Entity was only notified of NexGen's entry into the Power Skills Agreement on 25 February 2016.
  - 3.2. The board of directors of the Entity was not made aware that NexGen had agreed that Power Skills Limited would conduct due diligence on NexGen and the Wangle technology until the Entity completed the acquisition of NexGen (being 19 February 2016) and the change in the board of directors of the Entity having occurred.

4. No.

For the reasons detailed in the response to Question 2 above, the Entity did not consider the information disclosed in the Power Skills Announcement to be material information that a reasonable person would expect to have a material effect of the price or value of its securities and therefore the Entity did not consider that Power Skills Information was required to be disclosed under Listing Rule 3.1. The Entity considered that it was pertinent to announce the Power Skills Information on 29 February 2016 so that the information could be referred to in roadshow presentations being undertaken by the Entity.

5.

5.1. No.

For the reasons set out in Question 2 above, the Entity did not consider that the due diligence process being conducted on NexGen and its Wangle technology by Power Skills Limited was information that an investor and their professional advisers would reasonably require, and reasonably expect to find in the Entity's prospectus.

5.2. Yes.

The Entity disclosed in section 7.7(c) of the Entity's prospectus that it intended to increase shareholder value by "continually monitoring the information technology industry and looking for opportunities to develop new innovative products to address opening market needs".

Accordingly, the Entity believes that potentially entering into the semiconductor market fits within the overall business plan.

5.3. Yes.

The Entity disclosed in section 7.7(c) of the Entity's prospectus that it intended to increase shareholder value by "continually monitoring the information technology industry and looking for opportunities to develop new innovative products to address opening market needs".

Accordingly, the Entity believes that potentially entering into the semiconductor market fits within the overall business plan.

5.4. Yes.

The Entity disclosed in section 7.7(c) of the Entity's prospectus that it intended to increase shareholder value by "continually monitoring the information technology industry and looking for opportunities to develop new innovative products to address opening market needs".

Accordingly, the Entity believes that potentially entering into the semiconductor market fits within the overall business plan.

6. Please refer to the responses to Question 5.1 above.
7. Please refer to the responses to Questions 5.2 to 5.4 above.
8. Yes.
9. N/A
10. The Entity became aware of the ironSource Information on 22 February 2016 at 8:28 am upon receipt of copy of the draft agreement to be entered into by the Entity and a subsidiary of ironSource Limited.
11. At the time that the Entity received a draft of the agreement to be entered into by the Entity and a subsidiary of ironSource Limited, the Entity considered the ironSource Information to be an incomplete negotiation.  
  
The agreement with ironSource Limited was fully executed on 25 February 2016 in the United Kingdom.  
  
The Entity received the fully executed copy of the ironSource Agreement overnight and the ironSource Announcement was made as soon as practicable.
12. Wangle Technologies Limited is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

#### **By Order of the Board**

For further information contact:

Loren Jones  
**Company Secretary**

Wangle Technologies Limited  
Tel: (+61 8) 6489 1600  
[info@wan.gl](mailto:info@wan.gl)



1 March 2016

Loren Jones  
Company Secretary  
Wangle Technologies Limited  
Suite 9, 330 Churchill Avenue  
SUBIACO WA 6008

By email: [loren@cicerocorporate.com.au](mailto:loren@cicerocorporate.com.au)

Dear Ms Jones

**WANGLE TECHNOLOGIES LIMITED ("ENTITY"): ASX AWARE LETTER**

ASX Limited ("ASX") refers to the following.

1. The Entity's prospectus dated 22 December 2015 ("Prospectus"), and released on the ASX Market Announcements Platform ("Platform") at 5.01pm AWST on Tuesday, 22 December 2015, in respect of a proposed issue of up to 200,000 fully paid ordinary shares in the Entity at an issue price of \$0.05 each to raise up to \$10,000, which was conducted as part of the transaction pursuant to which the Entity acquired an interest in NexGen Networks Limited ("NexGen"), and for which the Entity was required to satisfy Chapters 1 and 2 of the Listing Rules.
2. The letter dated 24 February 2016, and released on the ASX Market Announcements Platform ("Platform") at 9.15am AWST on Thursday, 25 February 2016, from the Entity to ASX in which the Entity confirmed to ASX, prior to reinstatement of the Entity's securities to official quotation, that "The Company is in compliance with the ASX Listing Rules and in particular ASX Listing Rule 3.1."
3. The Entity's announcement entitled "*Tomorrow's Bandwidth Today – Investor Presentation*" released on the Platform at 6.40am AWST on Friday, 26 February 2016 ("February Presentation"), disclosing, amongst other things, the following statement on page 10 "Agreement in place to facilitate build and deployment of microchip."
4. The Entity's announcement entitled "*Wangle Technologies Agreement with Power Skills to Design, Build and Deploy Microchip*" released on the Platform at 6.57am AWST on Monday, 29 February 2016 ("Power Skills Announcement"), disclosing, amongst other things, the following.
  - 4.1. That the Entity has entered into an exclusive agreement with Power Skills Limited to facilitate the design, build and deployment of a prototype of a microchip which incorporates the Entity's Wangle technology ("Power Skills Agreement").
  - 4.2. That the Agreement facilitates the Entity's entry into the semiconductor market and "progression to a hardware device".



- 4.3. That prior to entering into the Agreement, Power Skills Limited conducted a three month due diligence process
5. The Entity's announcement entitled *"Leading App Discovery Platform to Promote Wangle Technologies App Globally to Millions of Consumers"* released on the Platform at 5.27am AWST on Tuesday, 1 March 2016 (*"ironSource Announcement"*), disclosing, amongst other things, that the Entity has partnered with ironSource Limited for distribution of the Entity's data optimisation app (*"ironSource Partnership"*).
6. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
7. The definition of *"aware"* in Chapter 19 of the Listing Rules. This definition states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."*

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information"*.

8. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
- "3.1A Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:*
- 3.1A.1 One or more of the following applies:*
- It would be a breach of a law to disclose the information;*
  - The information concerns an incomplete proposal or negotiation;*
  - The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
  - The information is generated for the internal management purposes of the entity; or*
  - The information is a trade secret; and*
- 3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 A reasonable person would not expect the information to be disclosed."*



9. ASX's policy position on the concept of "confidentiality" which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B* "Listing Rule 3.1A.2 – the requirement for information to be confidential". In particular, the Guidance Note states that:

*"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."*

10. Listing Rule 18.6 which requires a listed entity to comply with the Listing Rules, even if quotation of the listed entity's securities is suspended.
11. Listing Rule 1.1 condition 3 which, in the context of a listed entity being required to meet the requirements of Chapters 1 and 2 of the Listing Rules as if the listed entity were applying for admission to the official list of ASX pursuant to Listing Rule 11.1.3, requires the listed entity to issue a prospectus and lodge it with the Australian Securities and Investments Commission.
12. The following extract from section 3.3 of Guidance Note 1 *Applying for Admission – ASX Listings* "Prospectus or PDS".

*"The Corporations Act requires:*

- a prospectus for securities to set out all the information that investors and their professional advisers would reasonably require, and reasonably expect to find in the prospectus, to make an informed assessment of the rights and liabilities attaching to the securities and of the issuer's assets and liabilities, financial position and performance, profits and losses and prospects;"*

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

- Does the Entity consider the information disclosed in the Power Skills Announcement or part thereof, and in particular the Power Skills Agreement (together, "Power Skills Information"), to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
- If the answer to question 1 is "no", please advise the basis for that view.
- When did the Entity first become aware of the Power Skills Information? In answering this question, please specify:
  - the date and time that the Entity entered into the Power Skills Agreement; and
  - the date and time that the Entity became aware that NexGen had agreed that Power Skills Limited would conduct a three month due diligence process on NexGen and the Wangle technology.



4. If the Entity first became aware of the Power Skills Information before the date of the Power Skills Announcement, did the Entity make any announcement prior to the Power Skills Announcement which disclosed the Power Skills Information? If so, please provide details. If not, please explain why the Power Skills Information was not released to the market at an earlier time, commenting specifically on when you believe the Entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
5. Does the Entity consider the following information disclosed in the Power Skills Announcement to be information that an investor and their professional advisers would reasonably require, and reasonably expect to find in the Entity's prospectus, to make an informed assessment of the Entity's prospects?
  - 5.1. That a due diligence process was being conducted on NexGen and its Wangle technology by Power Skills Limited.
  - 5.2. That the Entity's business model and business plans included entering the semiconductor market.
  - 5.3. That the Entity's business model and business plans included progressing to hardware implementation of the Wangle technology through implementation of the Wangle technology onto a hardware device.
  - 5.4. That the Entity's business model and business plans included designing, building and deploying a prototype of a microchip, which incorporates Wangle technology, providing the Entity with the ability to offer enterprises a hardware solution optimising data processing.
6. If the answer to any part of question 5 is "no", please advise the basis for that view.
7. If the answer to any part of question 5 is "yes", please advise where that information is disclosed in the Prospectus. If it is not, please explain why this information was not disclosed in the Prospectus.
8. Does the Entity consider the information disclosed in the ironSource Announcement or part thereof, and in particular the ironSource Partnership (together, "ironSource Information"), to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
9. If the answer to question 8 is "no", please advise the basis for that view.
10. When did the Entity first become aware of the ironSource Information? In answering this question, please specify the date and time that the Entity entered into the ironSource Partnership.
11. If the Entity first became aware of the ironSource Information before the date of the ironSource Announcement, did the Entity make any announcement prior to the ironSource Announcement which disclosed the ironSource Information? If so, please provide details. If not, please explain why the ironSource Information was not released to the market at an earlier time, commenting specifically on when you believe the Entity was obliged to release the information under Listing



Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.

12. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

### **When and where to send your response**

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, **by not later than 3.00pm AWST on Thursday, 3 March 2016**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Entity's securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Entity's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at [tradinghaltspert@asx.com.au](mailto:tradinghaltspert@asx.com.au) and [ben.secrett@asx.com.au](mailto:ben.secrett@asx.com.au). It should **not** be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Listing Rule 3.1**

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

### **Trading halt**

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in the Entity's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;





- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Please contact me if you have any queries or concerns about the above.

Yours sincerely

*[sent electronically without signature]*

Ben Secrett  
**Senior Adviser, ASX Listings Compliance**