



MGM Wireless Ltd.
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AUSTRALIA
Phone: (08) 8104 9555
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www.mgmwireless.com

Companies Announcement Office
Australian Stock Exchange Limited
20 Bridge Street
Sydney NSW 2000

2 November 2010

MGM Wireless Limited Share Purchase Plan Offer Documents – Re-mailing following Extension of Plan

Please find attached the share purchase plan documents re-mailed after being updated for the extension of time made necessary by the previously advised external mailing problems.

Chris Peirce
Company Secretary

About MGM Wireless Ltd and Messageyou, LLC

MGM Wireless Ltd is a public company with a market capitalisation of approximately A\$ 1.8 m listed on the Australian Securities Exchange (ASX code: MWR). The company trades as Messageyou, LLC in the United States, with its head office in Silicon Valley at Sunnyvale, Cal.

The company's patented School Attendance Management solutions empower schools to effectively communicate to parents and caregivers using SMS text messaging in combination with culturally sensitive communication to improve attendance, student welfare and safety. MGM Wireless is recognized in Australia and internationally as pioneers and market leaders. MGM's professional services team delivers an integrated suite of software and communications using its own infrastructure. The solutions enable schools to reduce costs, increase productivity, discharge their duty of care, engage parent involvement, and ultimately improve student learning and social outcomes. Schools in Australia, New Zealand and America use Messageyou software in their day to day operations.

For further information contact:

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

Phone: +61 8 8431 2300
Email: mfortunatow@mgmwireless.com
Web: www.mgmwireless.com



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2 November 2010

Dear Shareholder

MGM Wireless Limited Share Purchase Plan Offer – Extension due to Mailing Error

The Directors of MGM Wireless Limited wish to advise shareholders that they have become aware of a number of shareholders who have not yet received the paperwork and application forms associated with the MGM Wireless Limited Share Purchase Plan (the “Plan”). The exact cause of the delay is being investigated by the external share registry that managed the mailing and distribution.

The Directors of MGM Wireless Limited have in the interests of making sure that the Plan should be extended and the documents re-mailed to all shareholders. Relevant dates will now be as follows:

- Record date 13 October 2010 (unchanged)
- Announcement of Offer 14 October 2010 (unchanged)
- SPP Offer Closes 23 November 2010 (14 days later than originally)
- Allotment & Issue of Shares 29 November 2010 (14 days later than originally)
- Quotation of Shares on ASX 06 December 2010 (14 days later than originally)

This delay was inadvertent and outside of MGM Wireless Ltd’s control. On behalf of the Company we apologise for any inconvenience caused to shareholders.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Mark Fortunatow", with a long horizontal stroke extending to the right.

Mark Fortunatow
Executive Chairman



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15 October 2010

Dear Shareholder,

The Directors of MGM Wireless Limited are pleased to offer shareholders the opportunity to acquire additional shares under the MGM Wireless Limited Share Purchase Plan (the "Plan").

Your company has over the past six years built a substantial presence is servicing school communities in Australia, the US, and New Zealand. We have grown the company from a modest base to one which now has a dominant market share of Australian schools. The MGM Wireless suite of leading edge attendance monitoring and SMS text-based communication systems are used in schools in every State of Australia.

Over this period, MGM Wireless has invested in the development of new products, built a team of dedicated product developers and a strong sales force.

The Plan, which was announced 14 October 2010 is being implemented to raise funds for the Company to assist with the rollout of new products and to increase its working capital. More specifically, the Company has funded new product development from cash-flow over the last year. Release of this product has recently been announced. The product is now to be rolled out to customers. The Company also has an amount due for payment by November 30, 2010 in relation to buy-out of its WA distributorship, also previously announced and details in relation to which are included in this year's Annual Report. This payment will be primarily – if not fully met from existing cash flow, however possibly some of the proceeds raised from this Share Purchase Plan may also be used. Payment of the amount will result in an improvement in the Company's working capital position. The Company is seeking to raise up to a maximum of \$350,000 through the offer (this is not the minimum).

MGM Wireless Limited today has approximately 650 shareholders many with a relatively small holding in the Company. The Plan enables shareholders in the Company to increase their shareholding at a price of 0.85 cents per New Share, without incurring transaction charges such as brokerage. The issue price under the SPP represents a 17.5% discount to the volume weighted average market price in the Company sold on the Australian Securities Exchange ("ASX") for the five trading days prior to when the SPP was announced.

Shareholders may apply for the following amounts:

Number of shares	Cost	
100,000	\$850	Minimum
200,000	\$1,700	
400,000	\$3,400	
600,000	\$5,100	
800,000	\$6,800	
1,000,000	\$8,500	Maximum

If more than \$350,000 is raised, the Company reserves the right to either accept or reject over-subscriptions. The Directors do not intend to scale back applications received over \$350,000, although they reserve the right to do so. If a scale back occurs, the Company will refund any excess application money to eligible shareholders (without interest). In the event the Company wishes to allot fewer New Shares than an eligible shareholder applies for, the Company will use its best endeavours to allocate New Shares on a pro rata basis.

Please find enclosed the Offer Document, Application Form and a Reply Paid envelope for your convenience. The offer is personal to each shareholder and shareholders cannot trade their entitlement to apply for new shares. Applications must be made on the application form accompanying the offer document. The offer will close on Tuesday 23 November 2010.

The market price of Shares in the Company may rise or fall between the date of this Offer and the date that the Shares are issued to you under this Offer. This means that the price at which Shares are issued to you under this Offer may be greater or less than the prevailing market price of Shares at the date of this Offer. Further, the issue price may exceed the price at which you would be able to buy Shares on the market at the same time that Shares are issued to you under this Offer. We recommend that you seek financial advice from a suitably qualified adviser before you decide to participate in this Offer.

Shareholders should read this document thoroughly in conjunction with the publicly available information relating to MGM Wireless, including the Company's annual results for the year to 30 June 2010. The full announcement was made to the Australian Securities Exchange Limited ("ASX") on 27 August 2010 and 2010 Annual Report which was released on 30 September 2010 is available on our website at www.mgmwireless.com.

The Company is also pleased to highlight its recent announcement concerning the release of significant, world first innovation in the delivery of SMS messaging services to Parents and School communities. The new platform, released under MGM's School News Channel™ existing brand, is specifically targeted at Parents, Separated Parents, Grandparents and the wider School community, allowing these consumer groups direct on-line access to a feature rich selection of SMS messaging communications services from their school.

The operation of the School News Channel service is funded by users incurring a micro-fee directly on their mobile phone account from their service provider, resulting in no communication costs for Schools. More information including product demonstrations of the system can be seen at www.schoolnewschannel.com.

Key new features include:

- **SMS Social Networking.** School News Channel™ features a world first SMS Social Networking innovation, allowing Parents to invite other family members and special friends to join and receive SMS reminders regarding important school event and safety alerts affecting their child. Ideally suited for Grandparents and other special family members who increasingly play an important role in modern family lives – SNC enables these groups to keep connected and engaged to the student's school life by receiving important school information in a timely manner.

- **Separated Parents.** For the first time, Separated Parents – which today comprise of approximately 35% of all Australian school families – will be able to, without the need to seek the prior approval from their former partners, activate an SMS service on-line to receive SMS alerts regarding important school event reminders, attendance, and school reports alerts. This new feature enables estranged separated parents to continue participating in their child's life by continuously being automatically informed and reminded of all important events in their child's life.

The company primarily designed and built School News Channel for the US market. In the New Year, MGM will ramp-up its operations to introduce the product into the U.S. market - directly to Parents via an on-line social media marketing strategy supported by local service representatives. Arrangements with US mobile phone carriers are already in place. The use of micro-billing is well accepted in the US, and the company expects the uptake of School News Channel in the US to be much stronger than Australia. The online social media strategy will also mean the company can gain a customer footprint in the US market much faster and at less cost. School News Channel™ is likely to have a significant positive revenue impact on the company.

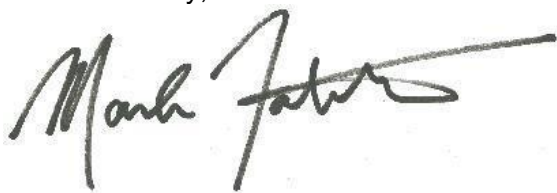
The Company intends to offer brokers a stamping fee of 2.5% on all the value of all applications which they lodge on behalf of shareholders under the SPP.

Please carefully read the terms and conditions relating to the offer, as you will be bound by them.

If you have any questions in respect to the Plan, the Offer, or these terms and conditions, please contact Mark Fortunatow, Executive Director, by mail through 13/154 Fullarton Rd, Rose Park, SA 5067 or by telephone on (08) 8104 9508.

Your board strongly supports this capital raising invitation and I commend the offer to all shareholders.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Mark Fortunatow', with a long horizontal stroke extending to the right.

Mark Fortunatow
Executive Chairman

MGM WIRELESS LIMITED



ABN 93 091 351 530

Share Purchase Plan

An offer to shareholders of MGM Wireless Limited to purchase additional fully paid shares in MGM Wireless under the terms and conditions of this Share Purchase Plan.

Indicative Timetable - Amended

Record Date	13 October 2010
Announcement of SPP	14 October 2010
SPP Offer Closes	23 November 2010
Allotment and Issue of Shares	29 November 2010
Quotation of Shares on ASX	06 December 2010



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Share Purchase Plan Offer

Terms and Conditions

The following are the terms and conditions of the Offer under the Plan (“Terms and Conditions”). By accepting the offer to subscribe for New Shares under the Plan, you will have agreed to be bound by these Terms and Conditions and the Company’s constitution.

1. Class order 09/425 issued by the Australian Securities and Investments Commission.

The Offer has been structured to comply with Australian Securities and Investments Commission Class Order 09/425 (as may be amended from time to time) (“ASIC Class Order 09/425”) to enable the Company to issue New Shares without a prospectus.

2. Opening and closing date of offer

The offer opens at 9.00am (EDT) on 15 October 2010.

The offer closes at 5pm (EDT) on 23 November 2010.

No late applications will be accepted, however the Directors reserve the right to extend the closing date.

3. Who is eligible to participate in the Offer?

You are eligible to apply for New Shares in the Offer if:

- Your registered address, as recorded in the Company’s register of members, is in Australia or New Zealand; and
- You were registered as a holder of Shares as at 5pm (EDT) 13 October 2010.

The Offer to each Eligible Shareholder is made on the same terms and conditions. The Offer is non-renounceable (ie. You may not transfer your right to subscribe for New Shares under the Offer to anyone else).

4. Is the Offer voluntary?

The Offer is entirely voluntary and is subject to these Terms and Conditions. You do not have to participate if you don’t want to.

5. How was the issue price determined?

The issue price for each New Share under the Offer is 0.85 cents per Share. This price is a 17.5% discount to the average market price of Shares in the Company sold on ASX during the previous five trading days prior to the announcement of the Plan on 14 October 2010.

6. Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of Shares, which can be obtained from the financial pages of your daily newspaper, your stockbroker, your financial advisor, or the ASX. Please note that the market price of Shares may rise or fall between that date of this Offer and the date when the New Shares are issued to you under the Plan. This means that the price you pay per New Share under this Offer may be greater or less than the price of Shares at the time the New Shares are issued to the pursuant to this Offer. In determining whether you wish to participate, you should seek your own personal financial and/or taxation advice referable to your own circumstances.

7. How much can you invest in the Offer and how do you pay for the New Shares?

Subject to paragraph 8, if you are an eligible shareholder under the Plan, you can subscribe for a maximum of 1,000,000 New Shares which will cost \$8,500. There is a minimum limit of 100,000 New Shares that you can subscribe for under Plan, which will cost \$850. You may apply for any number of New Shares that matches a Tranche detailed in the table below.

The following options are available to Eligible Shareholders

Tranche	Subscription Amount (A\$)	New Shares to be allotted calculated at the Issue Price
Tranche A	\$850 (minimum)	100,000
Tranche B	\$1,700	200,000
Tranche C	\$3,400	400,000
Tranche D	\$5,100	600,000
Tranche E	\$6,800	800,000
Tranche F	\$8,500 (maximum)	1,000,000

Please note that the maximum limit of 1,000,000 New Shares applies to you even if you receive more than one offer from the Company. For example, if you are both a sole and a joint shareholder of the Company as at 13 October 2010, you can only apply for New Shares under the Offer once, either in your capacity as sole shareholder or joint shareholder, not both. No fractions of Shares will be issued.

All amounts in this Offer are expressed in Australian Dollars. You must pay for the New Shares by cheque, bank draft, money order or electronic transfer in Australian Dollars. Please make your cheque, bank draft or money order payable to "MGM Wireless Limited" and cheques should be crossed "Not Negotiable".

If you do not provide the exact amount, the Company reserves the right to return your Application Form and cheque, bank draft or Money Order. If the Company returns your Application Form and cheque, bank draft or money order, no New Shares will be allotted to you.

8. Custodian Certification

If on 13 October 2010 you are a custodian within the definition of "custodian" in ASIC Class Order 09/425 ("Custodian") and hold shares on behalf of one or more persons (each a "Participating Beneficiary"), you may apply for a maximum of \$8,500 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to the Company on application for New Shares pursuant to the Offer certifying:

(a) either or both of the following:

- (i) that the Custodian holds shares on behalf of one or more other persons ("Participating Custodians") that are not Custodians; and
- (ii) that another Custodian ("Downstream Custodian") holds beneficial interests in Shares on behalf of one or more persons (each a Participating Beneficiary), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian, on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons
 - (iii) where paragraph 8(a)(i) applies – the Custodian; and
 - (iv) where paragraph 8(a)(ii) applies – the Downstream Custodian, to apply for New Shares on their behalf under the Plan;

(b) the number of Participating Beneficiaries;

- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary, the number of Shares that the Custodian holds on their behalf;
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph 8(a)(i) applies – the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph 8(a)(ii) applies – the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$8,500:
 - (i) the New Shares applied for by the Custodian on their behalf under the Plan in accordance with the instructions in paragraph 8(e); and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application under the Plan as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for New Shares on their behalf under an arrangement similar to the Plan;
- (g) that a copy of this Offer document was given to each Participating Beneficiary; and
- (h) where clause paragraph 8(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary

In providing a certificate under this paragraph 8, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

For the purpose of ASIC Class Order 09/425, you are a Custodian if you are a registered holder of Shares that:

- (a) that holds an Australian financial services licence that:
 - (i) covers the provision of custodial or depositary service; or
 - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO 02/294] ; or
- (b) that is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (Cth); or
 - (ii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184] or;
 - (iii) paragraph 911A(2)(h) of the Corporations Act
- (c) that is a trustee of a:
 - (i) self managed superannuation fund; or
 - (ii) superannuation master trust;
- (d) that is the responsible entity of an IDPS-like scheme; or

- (e) that is the registered holder of Shares and is noted on the register of members of the body or scheme (as the case may be) as holding the shares and interests on account of another person.

If you hold Shares as a trustee or nominee for another person, but are not Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 7 apply.

9. Shareholder Certification

Subject to paragraph 8, an eligible shareholder must, on application for New Shares pursuant to the Offer, certify to the Company that the total of the application price for the following does not exceed \$15,000 in total in any consecutive 12 month period, when aggregated with the total contributions for any of the following:

- (a) the New Shares the subject of the application under the Plan
- (b) any other Shares applied for by the Eligible Shareholder under the Plan or any similar arrangement in the 12 months before the application under the Plan;
- (c) any other Shares which the Eligible Shareholder has instructed a Custodian to acquire on their behalf under the Plan; and
- (d) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application under the Plan as a result of an instruction given by the Eligible Shareholder to the Custodian or another Custodian and which resulted in the Shareholder holding beneficial interests in the Shares.

10. Costs of Participation

The only cost to you associated with the Offer is the issue price of the number of New Shares you wish to subscribe for. Under the Offer you do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares on the market.

11. Allotment of New Shares and Variation on Number of New Shares Issued

The New Shares will be allotted within 5 days after the closing date.

The Company's share registry, Computershare Investor Services Pty Ltd, will send to you a holding statement in due course.

Without limiting the above, the Company reserves the right to allot fewer New Shares than an eligible shareholder applies for under the Offer or no New Shares, in the Company's discretion or if the Company believes the allotment of those New Shares would contravene any law or the ASX Listing Rules. No interest will be paid or money returned. In the event the Company wishes to allot fewer New Shares than an eligible shareholder applies for or is not permitted to issue all New Shares offered as a result of any law or ASX Listing Rule, the Company will use its best endeavours to allocate New Shares to Shareholders applying for New Shares on a pro-rata basis.

If more than \$350,000 is raised from the offer, the Board reserves the right to either accept or reject oversubscriptions. The Board's current intention is to accept oversubscriptions and not to scale back applications which are received in excess of \$350,000. However, the Board reserves the right to reject oversubscriptions (either in full or in part) and scale back applications.

12. What Rights Will the New Shares Carry?

Once the New Shares are issued, they will rank equally with existing Shares in the Company and will carry the same voting rights, dividend rights, and entitlements to dividends, rights and bonus issues.

13. Can the Company Change the Plan?

The plan may be changed, suspended or terminated by the Company at any time. If the Company changes, suspends or terminates the Plan it will advise the ASX. The accidental omission to give notice of changes to or suspension or termination of the Plan or the non-receipt of any such notice will not invalidate the change, suspension or termination.

14. Directors Participation

The directors of the Company, as eligible shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other shareholders in the Company.

15. Will the New Shares be quoted on the ASX?

The Company will apply for the New Shares allotted to you to be quoted on ASX, within the relevant period specified in the ASX Listing Rules.

16. How is a Dispute Resolved?

The Company may settle any dispute in connection with the Plan in any manner it thinks fit, whether generally or in relation to any participate, application or Share. The Company's decision shall be final and binding.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

Examples of permitted applications

Registered Name recorded in Share Registry	Who can apply for new shares?	Maximum number of New shares
Mary Citizen	Mary Citizen	<qty>
John Citizen and Mary Citizen	John Citizen and Mary Citizen, jointly	<qty>
John Citizen as trustee for Mary Citizen	John Citizen as trustee for Mary Citizen	<qty>
XXX Pty Ltd as trustee for Citizen Super Fund	XXX Pty Ltd as trustee for Citizen Super Fund	<qty>
XXX Pty Ltd as trustee for Mary Citizen	XXX Pty Ltd may not apply for shares if Mary Citizen has already applied for new shares	<qty>
ZZZ Nominees Ltd (Client Account)	ZZZ Nominees Ltd (Client Account)	<qty>
ZZZ Nominees Ltd as trustee for ZZZ Investments Fund	ZZZ Nominees Ltd as trustee for ZZZ Investments Fund	<qty>
ZZZ Nominees Ltd	ZZZ Nominees Ltd may not apply if it has applied for its Client Account holding (see above)	<qty>



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Share Purchase Plan Offer

How to Apply for New Shares under the Offer

1. If you want to participate in this Offer, please carefully read the Terms and Conditions relating to the Offer.
2. Complete all the required details in the enclosed Application Form, noting that all amounts are expressed in Australian Dollars.
 - i) Enter the exact number of New Shares you want to subscribe for noting the minimum number of New Shares is 100,000 and the maximum number of New Shares is 1,000,000 and the number of New Shares that you subscribe for must match one of the Tranches detailed in section 7 of the Terms and Conditions.
 - ii) To work out the exact amount payable, please refer to the Tranches detailed in section 7 of the Terms and Conditions and insert the total amount payable (in Australian Dollars).
 - iii) Complete the cheque details section and ensure that the “Amount” section corresponds to the exact amount payable for the New Shares you wish to subscribe for. Remember, the minimum is \$850 worth of New Shares and the maximum is \$8,500 worth of New Shares, and must match one of the Tranches detailed in section 7 of the Terms and Conditions.
 - iv) Insert your telephone contact numbers so that we may contact you if necessary.
 - v) You do not need to sign the Application Form.
3. Ensure you cheque, bank draft or money order is made out for the exact amount of the New Share Tranche you want to subscribe for, payable to “MGM Wireless Limited” and cheques should be crossed “Not Negotiable”.
4. Return the completed Application Form, together with the cheque, bank draft or money order to Computershare Investor Services Pty Ltd to:

BY HAND:

Computer Share Investor Services Pty Ltd

Level 2, 45 St Georges Terrace

Perth WA 6000

BY MAIL:

Computershare Investor Services Pty Ltd

Locked Bag 2508

Perth WA 6001

5. Ensure that your completed Application Form and payment reach Computershare Investor Services Pty Ltd by the closing date of the Offer being no later than 5pm (EDT) 23 November 2010. No late applications will be accepted, although Directors reserve the right to extend the closing date.

In determining whether you wish to participate in this Offer you should seek personal financial and/or taxation advice referable to your own circumstances.

By accepting this Offer you agree to be bound by the Terms and Conditions of the Offer and the Constitution of the Company.