

5 February 2018

Mr Ben Secrett
Senior Adviser, Listings Compliance (Perth)
ASX Compliance Pty Limited
Level 40 Central Park
152-158 St Georges Terrace
Perth WA 6000

By email: ben.secrett@asx.com.au

Dear Mr Secrett

Tech Mpire Limited – aware query

We refer to your letter dated 1 February 2018 titled "*Tech Mpire Limited ("TMP") Aware Query*".

In accordance with ASX Listing Rule 18.7, we hereby provide responses to each of ASX's questions and requests for information utilising the number of the ASX letter:

1. No.
2. As outlined in previous correspondence with ASX, Tech Mpire, alongside a small number of other marketing organisations, were invited to participate in a demonstration of its capabilities in promoting the third party's content and subscriber base. The nature of the arrangement was informal with no revenue payable and non-binding. Tech Mpire pursues these Tier 1 companies on a regular basis and sees this as its core activity as an emerging company in the Asian region. The rationale behind the announcement was to demonstrate that its core activity strategy had borne fruit with invitations from significant parties to demonstrate Tech Mpire's capabilities. This in and of itself was not considered material, however given Tech Mpire had recently raised capital it wanted to give shareholders an update on the pursuit of that strategy. In retrospect the Company would probably have chosen to include this information in a corporate update among other news rather than as a standalone announcement.

In the opinion of the Company, the information was not material in that, it would not be expected to have a material effect on the price or value of the entity's securities. The fact that some trading occurred and that the price increased can be attributed to the extremely low volume of shares commonly traded and small number of actual trades. Persons that commonly value companies would not rely on the trading history of Tech Mpire as a reliable indicator of the company's value given the very low volumes traded. On 22 January 2018, only 207,916 shares or \$41,690 was traded. The company's average daily turnover for the 3 months was 156,058 or \$29,775.75.

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3. The timeline for the selection of Tech Mpire to assist in the development of an Asia Pacific media strategy for the video streaming company was as follows:

No.	Event	Date (2018)
1	Invitation to participate from representative of the video streaming company	Wed, 17 January
2	Tech Mpire expresses interest in participating	Thurs, 18 January
3	Video streaming company and Tech Mpire jointly consider release	Fri, 19 January
4	Telephone conversation settling announcement	Sat, 20 January
5	Announcement submitted to ASX	Sun, 21 January
6	Tech Mpire meets with representative of the video streaming company to progress arrangements	Mon, 22 January

While the invitation was received on 17 January, it was not until 21 January that Tech Mpire were clear on what the expected participation was likely to be.

4. As previously advised, Tech Mpire was selected, alongside a small number of other marketing organisations, to assist in the development of an Asia Pacific media strategy for one of the top 3 video streaming companies in the world. The arrangements were concluded on 22 January 2018 when the counterparty approved the Announcement and it was subsequently released. As there was no formal agreement in place at that time, Tech Mpire were only comfortable to release any information after the counterparty had approved the announcement which was tantamount to a meeting of the minds in the absence of a letter of intent or similar document.
5. As previously advised, no form of agreement was executed. The arrangement was non-binding and would not generate any revenue. It was an opportunity for Tech Mpire to work alongside a small number of other marketing organisations, to assist in the development of an Asia Pacific media strategy for one of the top 3 video streaming companies in the world. Any revenue would emanate from future formal agreements.
6. Tech Mpire confirms that it is in compliance with the Listing Rules and in particular Listing Rule 3.1.
7. Under Paragraph 1.1 of the Company's Continuous Disclosure Policy, Lee Hunter as Managing Director and Susan Hunter, Company Secretary are the Company's disclosure officers. These responses have been authorised and approved by them.

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In the interim, if Tech Mpire can provide any further information to assist ASX we would be happy to assist.

Yours sincerely



Susan Hunter
Company Secretary

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1 February 2018

Mr Tim Allison & Ms Susan Hunter
Tech Mpire Limited
Suite 10, 16 Brodie Hall Drive
BENTLEY WA 6102

By email

Dear Mr Allison & Ms Hunter

TECH MPIRE LIMITED (“TMP”): AWARE QUERY

ASX Limited (“ASX”) refers to the following:

- A. TMP’s announcement entitled “TMP Selected by Tier 1 Premium Advertiser for APAC Campaigns” lodged on the ASX Market Announcements Platform and released at 8:29 am AEDT on 22 January 2018, disclosing that:

“Tech Mpire has been selected and engaged as part of a core group of marketing partners to assist in the development of upcoming Asia Pacific (APAC) media campaigns with one of the world’s largest video streaming companies.

TMP will assist in the media strategy and campaign planning for promoting the Client’s mobile app across key APAC markets.”

“Tech Mpire will assist in the media strategy and campaign planning to promote the Client’s video content in order to secure new installs of their mobile app and signups to their service. Once the media strategy and campaign specifics are approved by the Client, Tech Mpire will then need to sign agreements with the Client to begin running the approved campaigns across key Asia Pacific (APAC) markets. Tech Mpire will commence the campaign development process with the Client in the coming weeks, with the campaigns currently planned to run next quarter. Any revenue from a signed agreement would be for the next quarter.”

“This new Client is the first to be engaged by Tech Mpire in APAC, and is a validation of TMP’s strategy to reach new high growth markets, targeting well funded mobile advertisers in the region.”

- B. The change in the price of TMP’s securities from a closing price of \$0.18 on Friday, 19 January 2018 to an intra-day high of \$0.205 on Monday, 22 January 2018.
- C. The trading halt requested by TMP on 23 January 2018 “pending provision of further information to ASX in relation to yesterday’s ASX announcement”.

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- D. TMP's announcement entitled "Clarification Announcement" lodged on the ASX Market Announcements Platform and released at 6:49 pm AEDT on 24 January 2018, disclosing that:

"Tech Mpire was selected, alongside a small number of other marketing organisations, to assist in the development of an Asia Pacific media strategy for one of the top 3 video streaming companies in the world.

As stated in the announcement on the 22nd of January, 2018, formal agreements would need to be entered into, to begin running approved marketing campaigns. It was further noted that there would be no immediate revenue from any immediate activity referred to in the Announcement but rather would emanate from future formal agreements.

Any formal agreements would need to be negotiated between the parties and were therefore by no means certain at this stage. At this point, the Company cannot quantify the financial impact of the engagement in real terms. Any earnings impact for Tech Mpire would only emanate from the engagement if and when formal agreements are entered into."

- E. 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.

- F. The definition of "aware" in Chapter 19 of the Listing Rules, which 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"

and section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B* "When does an entity become aware of information".

- G. 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 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."

- H. 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*. 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."

Having regard to the above, ASX asks TMP to respond separately to each of the following questions and requests for information.

1. Does TMP consider the information that it had been selected to assist in the development of an Asia Pacific media strategy for the video streaming company to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. When did TMP first become aware that it had been selected to assist in the development of an Asia Pacific media strategy for the video streaming company?
4. If TMP first became aware that it had been selected to assist in the development of an Asia Pacific media strategy for the video streaming company before 22 January 2018, did TMP make any announcement prior to that date which disclosed this information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe TMP was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps TMP took to ensure that the information was released promptly and without delay.
5. Please detail the form of the arrangement between TMP and the video streaming company (including references to any relevant documents, emails and conversations etc) which supports TMP's statement that it had been selected to assist in the development of an Asia Pacific media strategy for the video streaming company. In answering this question, please advise whether any documentation was executed by the parties and, if so, detail the form of that documentation.
6. Please confirm that TMP is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
7. Please confirm that TMP's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of TMP with delegated authority from the board to respond to ASX on disclosure matters.

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 6:00 am AWST on Tuesday, 6 February 2018**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in TMP'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, TMP'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 tradinghaltsperth@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 Rules 3.1 and 3.1A

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

It should be noted that TMP's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

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 TMP'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*.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Ben Secrett
Senior Adviser, Listings Compliance (Perth)