

# 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

Tech Mpire Limited

ABN

88 156 377 141

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  | 1. Fully paid ordinary shares. (Shares)<br><br>2. Quoted options. (Options)   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1. Up to 53,278,600 Shares.<br><br>2. Up to 39,958,950 Options.   |
| 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) | 1. Shares - fully paid ordinary shares.<br><br>2. Options – quoted options, exercisable at \$0.10 each on or before the expiry date which will be three years from the date of issue. |

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<p>4 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"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	<p>1. Yes – fully paid Ordinary Shares.</p> <p>2. No – new class of quoted options. On exercise of the options, fully paid ordinary shares issued will rank equally with existing quoted fully paid ordinary shares currently on issue.</p>
<p>5 Issue price or consideration</p>	<p>1. The Shares will be issued at an issue price of \$0.045 per Share.</p> <p>2. The Options will be issued for nil consideration on the basis of three (3) Options for every four (4) Shares subscribed for and issued under the entitlement issue as announced on 27 September 2018 (<b>Entitlement Issue</b>). Fractional entitlements will be rounded to the nearest whole number.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised from the Entitlement Issue as announced on 27 September 2018 will be used to bolster TrafficGuard’s marketing and client acquisition efforts and accelerate its global roll out.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>26 October 2017</p>

6c	Number of +securities issued without security holder approval under rule 7.1	Nil.
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil.
6f	Number of +securities issued under an exception in rule 7.2	Up to 53,278,600 Shares and up to 39,958,950 quoted Options.
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	ASX Listing Rule 7.1 – 11,074,538 ASX Listing Rule 7.1A – 5,327,860
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.	25 October 2018.

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	Number	+Class
8	142,076,267	Fully paid ordinary shares
	39,958,950	Quoted options exercisable at \$0.10 expiring three (3) years from the date of issue

	Number	+Class
9	1,500,000	Options (\$0.45, 30 March 2020)
	500,000	Options (\$0.45, 25 August 2020)
	33,332	Class D Performance Rights, Conversion ratio into ordinary shares is 1:1.  <i>Note – 7,000,000 \$0.50 options expired on 29 June 2018.</i>  <i>1,200,000 MD Performance Rights have lapsed as the performance hurdles were not met.</i>

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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## Part 2 - Pro rata issue

11	Is security holder approval required?	No
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12	Is the issue renounceable or non-renounceable?	Non-renounceable.
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13	Ratio in which the +securities will be offered	Three (3) Shares for every five (5) Shares held by Shareholders registered at the Record Date together with three (3) free Options for every four (4) Shares subscribed for and issued.
14	+Class of +securities to which the offer relates	<p>1. Fully paid ordinary shares.</p> <p>2. Quoted options.</p>
15	+Record date to determine entitlements	3 October 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	The Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded to the nearest whole number.
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Canada and the Republic of Croatia.
19	Closing date for receipt of acceptances or renunciations	18 October 2018.
20	Names of any underwriters	Patersons Securities Limited ( <b>Underwriter</b> )
21	Amount of any underwriting fee or commission	<p>The Underwriter will receive (i) a management fee of \$47,951 (being 2% of the total amount raised under the Offer); (ii) an underwriting fee of up to \$95,901 (being 4% of the total amount raised under the Offer); and (iii) a corporate advisory fee of \$25,000.</p> <p>The Underwriter (or its nominated sub-underwriters) will also receive up to 15,541,872 Options which will be subject to approval of the Company's shareholders as part consideration for services provided to the Company.</p>
22	Names of any brokers to the issue	N/A

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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	8 October 2018
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	28 September 2018
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
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
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	25 October 2018

### Part 3 - Quotation of securities

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

34 Type of <sup>+</sup>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

### 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

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

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

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

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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

Number	+Class

### 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: .....  
(Director/Company secretary)

Date: 28 September 2018

Print name: Susan Hunter

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue	73,307,669
<b>Add</b> the following: <ul style="list-style-type: none"><li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li><li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li><li>• Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li></ul> <b>Note:</b> <ul style="list-style-type: none"><li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li><li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li><li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li></ul>	28/09/17 – 196,664 shares issued to employees under Incentive Share Plan. (LR 7.2, exception 9). 25/10/18 - 53,278,600 shares. (LR 7.2, exception 1 and 2)
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	126,782,933

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	19,017,439
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>19/12/17 - 7,649,567 fully paid ordinary shares.</p> <p>8/2/18 - 293,334 fully paid ordinary shares.</p>
“C”	7,942,901
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	19,017,439
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	7,942,901
<b>Total [“A” x 0.15] – “C”</b>	11,074,538 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	126,782,933
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	12,678,293
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	19/12/17 – 7,350,433 fully paid ordinary shares.
<b>“E”</b>	7,350,433

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<p>"A" x 0.10 <i>Note: number must be same as shown in Step 2</i></p>	12,678,293
<p><b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i></p>	7,350,433
<p><b>Total</b> ["A" x 0.10] – "E"</p>	<p style="text-align: right;">5,327,860</p> <p style="text-align: right;"><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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