

28 September 2018

Dear Optionholder

Tech Mpire Limited – pro-rata non-renounceable rights issue

As announced on 27 September 2018, Tech Mpire Limited (ACN (156 377 141) (**Company**) is undertaking a 3:5 pro rata non-renounceable rights issue (**Rights Issue** or **Offer**) of approximately 53,278,600 fully paid ordinary shares (**New Shares**) (together with three (3) free attaching options (**New Option**) for every four (4) New Shares subscribed for and issued) to raise approximately \$2,397,537. The price of New Shares under the Offer is \$0.045 each (**Issue Price**). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC on 27 September 2018 and ASX on 28 September 2018.

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5pm (WST) on 3 October 2018, whose registered address is in Australia or New Zealand.

The Offer is fully underwritten by Patersons Securities Limited (ABN 69 008 896 311) (**Underwriter**). The Company has agreed to pay the Underwriter:

- (a) a management fee of \$47,951 (being 2% of the total amount raised under the Offer));
- (b) an underwriting fee of \$95,901 (being 4% of the total amount raised under the Offer) (and all sub-underwriting fees will be paid by the Underwriter from this underwriting fee); and
- (c) a corporate advisory fee of \$25,000.

The Underwriter is also entitled to be reimbursed for out-of-pocket expenses directly related to the Offer.

The proposed use of funds raised under the Rights Issue (net of expenses) will be to expand the sales force for the nxus and TrafficGuard products. Proceeds raised will also be used for the marketing and research and development of the nxus and TrafficGuard products as well as for general working capital purposes.

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5.00pm (WST) on 3 October 2018, whose registered address is in Australia or New Zealand.

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue. (ASX Code: TMP)

Following completion of the Offer, the Company will have issued approximately 53,278,600 New Shares and 39,958,950 New Options resulting in total Shares on issue of approximately 142,076,267 and total options on issue of approximately 41,958,950.

Optionholders

The terms and conditions of the options you currently hold do not entitle you to participate in the Rights Issue unless you exercise your options in time for new shares to be allotted and to be entered on the Company's register of members on or before 5pm (WST) on 3 October 2018 (**Record Date**).

To exercise your options and thereby participate in the Rights Issue, you will need to deliver the following to the Company at Unit 10, 16 Brodie-Hall Drive, Bentley WA 6102:

- (i) A notice of exercise of options (attached to this letter);
- (ii) An option certificate (where the options are certificated) or a copy of a holding statement (where the options are uncertificated) in respect of those options to be exercised; and
- (iii) Payment for the exercise price in respect of those options to be exercised by way of a cheque made payable to "Tech Mpire Limited".

To ensure that your new shares are allotted prior to the Record Date, the above must be received by **no later than** 2 October 2018. If received after this date, allotment of new shares prior to the Record Date cannot be assured.

Before deciding whether to exercise any or all of your options, you should read the Prospectus in its entirety.

If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or Susan Hunter, Company Secretary, on +61 8 9473 2500.

Yours sincerely



Mathew Ratty
Chief Executive Officer

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