

1 October 2018

Dear Shareholder

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 with ASX on 28 September 2018.

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.

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.

A copy of the Prospectus is available on ASX's and on the Company's website. Eligible Shareholders will be mailed a Prospectus together with an Entitlement and Acceptance Form no later than 8 October 2018. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Prospectus.

For the purposes of calculating each Eligible Shareholder's entitlement, fractions of entitlements have been rounded to the nearest whole number.

Actions required of Eligible Shareholders

There are a number of actions Eligible Shareholders may take:

- You may wish to accept all of your rights to subscribe for New Shares pursuant to the Prospectus (**Entitlement**). To take up all or some of your Entitlements you will need to ensure your application money for the Entitlements you wish to take up is received by Security Transfer Australia Pty Ltd (**Share Registry**) by no later than 5.00pm (WST) on 18 October 2018.
- You may wish to accept part of your Entitlement. To take up part of your Entitlement you will need to ensure your application money for the Entitlements you wish to take up is received by the Share Registry by no later than 5.00pm (WST) on 18 October 2018, by completing and returning your Entitlement and Acceptance Form by filling in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies OR making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form (at \$0.045 per New Share).
- You may do nothing. If you choose to do nothing with your Entitlement, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

Key dates for the Offer

Event	Proposed Date
Prospectus and Appendix 3B lodged with ASX Notification sent to optionholders	28 September 2018
Notice of Rights Issue sent to Shareholders	1 October 2018
Existing shares quoted on an 'ex' basis	2 October 2018
Record date	3 October 2018
Despatch of Rights Issue Documents to Eligible Shareholders Offer Period Opens	8 October 2018
Offer Period Closes	18 October 2018
Securities quoted on a deferred settlement basis.	19 October 2018
Notification of under-subscriptions to ASX (if any)	23 October 2018
Securities Issued Holding statements despatched	25 October 2018

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 the Company Secretary, on +61 9473 2500.

Yours sincerely



Mathew Ratty
Chief Executive Officer

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Ineligible shareholders

A Shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1 (a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

If you have any queries concerning the Rights Issue, please contact your financial adviser or Susan Hunter Company Secretary, on +61 8 9473 2500.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Mathew Ratty', with a stylized flourish at the end.

Mathew Ratty
Chief Executive Officer

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