

# 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. 53,319,932 Shares.<br><br>2. 39,958,961 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 25/10/21 (three years from the date of issue). (Options) |

+ See chapter 19 for defined terms.

For personal use only

<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>53,278,600 shares issued at an issue price of \$0.045 per Share to eligible shareholders and the underwriter under the entitlement issue as announced on 27 September 2018 (<b>Entitlement Issue</b>).</p> <p>The Options were issued for nil consideration on the basis of three (3) Options for every four (4) Shares subscribed for and issued under the Entitlement Issue.</p> <p>33,332 shares issued for nil consideration on conversion of 33,332 Class D Performance Rights.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>53,278,600 Shares and 39,958,961 quoted Options were issued pursuant to the Entitlement Issue to eligible shareholders and the underwriter to the issue. 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>33,332 shares issued for nil consideration on conversion of 33,332 Class D Performance Rights.</p>

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i
6b	The date the security holder resolution under rule 7.1A was passed	26 October 2017
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	33,332 shares issued on conversion of 33,332 Class D Performance Rights – approved 24/10/16.
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	LR7.2 (exception 1 and 2) - 53,278,600 Shares and 39,958,961 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

+ See chapter 19 for defined terms.

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 – 11,079,538  ASX Listing Rule 7.1A – 5,331,193
----	--	--

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.
---	---	------------------

		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	142,109,599	Fully paid ordinary shares
		39,958,961	Quoted options exercisable at \$0.10 expiring 25/10/2021.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,500,000	Options (\$0.45, 30 March 2020)
		500,000	Options (\$0.45, 25 August 2020)  <i>Note – 33,332 Class D Performance Rights, converted into ordinary shares is 1:1</i>

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
----	--	-----

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
----	---------------------------------------	-----

12	Is the issue renounceable or non-renounceable?	
----	--	--

- 
- 13 Ratio in which the +securities will be offered
  
  - 14 +Class of +securities to which the offer relates
  
  - 15 +Record date to determine entitlements
  
  - 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
  
  - 17 Policy for deciding entitlements in relation to fractions
  
  - 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.
  
  - 19 Closing date for receipt of acceptances or renunciations
  
  - 20 Names of any underwriters
  
  - 21 Amount of any underwriting fee or commission
  
  - 22 Names of any brokers to the issue
  
  - 23 Fee or commission payable to the broker to the issue
  
  - 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
  
  - 25 If the issue is contingent on security holders' approval, the date of the meeting

---

+ See chapter 19 for defined terms.

- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 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 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### 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)  <sup>+</sup>Securities described in Part 1
  - (b)  All other <sup>+</sup>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
  
- 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

---

+ See chapter 19 for defined terms.

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)

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

**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.



For personal use only

- 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: ..... Date: 26 October 2018  
(~~Director~~/Company secretary)

Print name: Susan Hunter

---

+ See chapter 19 for defined terms.

# 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	73,504,333
<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>	25/10/18 - 53,278,600 shares. (LR 7.2, exception 1 and 2) 25/10/18 – 33,332 (approved 24/10/16)
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	126,816,265

For personal use only

<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>	19,022,439
<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><b>Note:</b></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>	19,022,439
<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</b> [“A” x 0.15] – “C”	11,079,538 <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>	126,816,265
<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>	12,681,626
<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

+ See chapter 19 for defined terms.

For personal use only

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	12,681,626
<p><b>Subtract “E”</b></p> <p><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>5,331,193</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

For personal use only

---

+ See chapter 19 for defined terms.

**ASX RELEASE****26 October 2018**

Company Announcements Platform  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sirs

**Notification under section 708A(5)(e) of the Corporations Act 2001 (“the Act”)**

Tech Mpire Limited (ASX:TMP) (“the Company”) issued 33,332 fully paid ordinary shares on 25 October 2018. These shares were included in an Appendix 3B announcement to the Australian Stock Exchange (“ASX”) released today.

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company gives this notice pursuant to Section 708A(5)(e) of the Act. The shares were issued without disclosure to investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- b) Section 674 of the Act.

As at the date of this notice, there is no further information:

- a) that has been excluded from a continuous disclosure notice in accordance with the ASX listing rules; and
- b) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:

- i. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
- ii. the rights and liabilities attaching to the Shares.

By order of the Board



Susan Hunter  
Company Secretary

- END -

For personal use only