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ASX RELEASE

26 September 2017

NOTICE OF ANNUAL GENERAL MEETING

Tech Mpire Limited (**Tech Mpire** or **Company**) (ASX: TMP) advises that it has dispatched the Notice of Annual General meeting to shareholders today.

The Annual General Meeting will be held at 11:00am (AEDT) on 26 October 2017 at the Park Hyatt Melbourne, 1 Parliament Square off Parliament Place, Melbourne VIC 3002.

Yours faithfully

Tim Allison
COMPANY SECRETARY

TECH MPIRE LIMITED

ACN 156 377 141

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am AEDT

DATE: 26 October 2017

PLACE: Park Hyatt Melbourne
1 Parliament Square off Parliament Place
Melbourne
Victoria 3002

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9473 2500.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 11.00am AEDT on 26 October 2017 at:

Park Hyatt Melbourne
1 Parliament Square off Parliament Place
Melbourne
Victoria 3002

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm WST on 24 October 2017.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and

- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – LEE HUNTER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Lee Hunter, a Director who was appointed casually on 16 February 2017, retires, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MATHEW RATTY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Mathew Ratty, a Director who was appointed casually on 16 February 2017, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – RENAUD BESNARD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Renaud Besnard, a Director who was appointed casually on 11 July 2017, retires, and being eligible, is elected as a Director.”

6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – STEPHEN BELBEN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Stephen Belben, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

7. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR LEE HUNTER

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,200,000 Performance Rights under the Company's Plan and to the issue of the Shares that may result from the exercise of these Performance Rights upon satisfaction of the relevant milestones in respect of these Performance Rights to Mr Lee Hunter (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, and any associates of those Directors (**Resolution 6 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 6 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY – MR RENAUD BESNARD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Options to Mr Renaud Besnard (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Besnard (or his nominee) and any of their associates (**Resolution 7 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 7 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – INCREASE TO TOTAL AGGREGATE FIXED SUM TO NON EXECUTIVE DIRECTORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the maximum total aggregate amount of fees payable to non-executive Directors from \$250,000 per annum to \$500,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 20 September 2017

By order of the Board



**Timothy Allison
Company Secretary**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.techmpire.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTIONS 2, 3 AND 4 – RE-ELECTION OF DIRECTORS – MESSRS LEE HUNTER, MATHEW RATTY AND RENAUD BESNARD

3.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

ASX Listing Rule 14.4 does not apply to the managing director and accordingly, Resolution 2, being the re-election of Mr Hunter is to be considered for the purpose of clause 13.4 of the Constitution only.

3.2 Qualifications and other material directorships

Mr Lee Hunter

Mr Hunter is a former senior Google executive, most recently serving as the Head of Marketing Strategy & Innovation for Google Asia-Pacific, where he was responsible for incubating and launching innovative strategies for the company's key business priorities across the Asia-Pacific region. He also served as Head of Advertiser Acquisition & Growth Marketing for Google UK and Ireland, where he was tasked with running the Google AdWords advertiser acquisition strategy which resulted in the company consistently exceeding targets in Europe's largest market.

Mr Hunter also spent several years at YouTube, most recently as Global Head of Brand & Creative, where he led many of the online video channel's biggest entertainment initiatives including the YouTube Music Awards and the YouTube Rewind 2012 and 2013 campaigns, as well as spearheading branding and creative development. Mr Hunter was Head of Consumer Marketing across Europe, Middle East and Africa for YouTube and has also held senior roles at Deutsche Bank and AMP Financial Services.

Mr Hunter is very experienced in the online advertising industry and spent many years living in Silicon Valley where he has extensive contacts.

During the last three years, Mr Hunter has not served as a director of any other ASX listed company.

Mr Hunter holds a Masters in Marketing, a Graduate Certificate in Applied Finance & Investments, a Bachelor of Arts and a Diploma of Financial Services.

Mr Mathew Ratty

Mr Ratty is an experienced investor focused on Australian and US equity and debt markets. He has extensive experience across capital raising advice, seed investment negotiation, corporate strategy and financial modelling.

He is the co-founder of MC Management Group Pty Ltd, a venture capital firm operating in domestic and international debt and equity markets, who are a substantial shareholder the Company. At MC Management, Mr Ratty also holds the role of Head of Investment and is responsible for negotiating deal structures and asset pricing for companies in the healthcare, financials and technology space.

Prior to this, Mr Ratty was a director and analyst at property development and equity company, Gladstone Bridge.

He is also a Non-Executive Director at listed medical technology company, Admedus Limited (ASX: AHZ). During the last three years, he has not served as a director of any other ASX listed company.

Mr Ratty holds a Bachelor of Commerce (Property and Finance) with first class honours in finance from Curtin University of Technology.

Mr Renaud Besnard

Mr Besnard is currently the Director of Marketing for Asia-Pacific (excl. India) at Uber Technologies Inc., based in Singapore. In this role, Mr Besnard is responsible for the development of Uber's marketing strategy and its execution across the region. At Uber, Mr Besnard has seen success in rapidly growing usage across the product portfolio and launching brand reputation initiatives, while nurturing a world-class marketing team throughout Asia-Pacific.

Prior to joining Uber in 2016, Mr Besnard was a long-standing Google executive, having spent almost 10 years in senior positions in Europe and Asia. Mr Besnard notably accelerated small and medium business customer acquisitions, and then led Google's advertising product marketing strategy for Europe, Middle-East, and Africa.

Amongst many roles at Google, he also led consumer and monetisation marketing across Southeast Asia including must-win, high-growth 'next Billion users' markets, with particular focus on Google Search and YouTube.

During the last three years, Mr Besnard has not served as a director of any other ASX listed company.

Mr Besnard holds a Bachelor degree in Commerce from ESSCA Business School (France), a Masters in International Business from the University of Manchester (UK) and an MBA from the University of Oxford (UK).

3.3 Independence

Mr Besnard has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their

capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally. If elected the board considers Mr Besnard will be an independent director.

Mr Hunter is the Managing Director of the Company and Mr Ratty is a substantial shareholder and has a consultancy arrangement in place with the Company as at 29 August 2017. Under the arrangement Mr Ratty will provide support to the senior management of Tech Mpire in the areas of investor relations and corporate finance strategy. He will be remunerated at the rate of \$3,333 per month which the Board is satisfied is an arm's length rate. If elected, the board does not consider Messrs Hunter and Ratty will be independent Directors.

3.4 Board recommendation

The Board (save the Director, the subject of Resolutions 2, 3 and 4 respectively, who decline to make a recommendation to Shareholders in relation to the respective Resolution due to their material personal interest in the outcome of that Resolution) supports the re-election of Messrs Hunter, Ratty and Besnard and recommends that Shareholders vote in favour of Resolutions 2, 3 and 4.

4. RESOLUTION 5 – RE-ELECTION OF MR STEPHEN BELBEN

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Belben, who has served as a director since 29 February 2016 and was last re-elected at the Company's Annual General Meeting on 24 October 2016, retires by rotation and seeks re-election. The three (3) Directors seeking election pursuant to Resolutions 2, 3 and 4 are not included in the calculation to determine the Directors who are to retire by rotation pursuant to ASX Listing Rule 14.4 and clause 13.4 of the Constitution. Accordingly, Mr Belben is the only Director seeking re-election.

4.1 Qualifications and other material directorships

Mr Stephen Belben

Mr Belben has 21 years' experience in both executive and non-executive director roles, at a number of public and private companies. This experience follows 9 years as a senior partner at Ernst & Young, specialising in corporate and assurance work in Western Australia. Whilst at Ernst & Young, Mr Belben was appointed the national partner in charge of the firm's Minerals and Energy Industry Group responsible for the development of a major client base in that sector in Australia.

Mr Belben is a Chartered Accountant and holds a Bachelor of Accounting degree and a Bachelor of Commerce Honours degree.

4.2 Independence

If elected the board considers Mr Belben will be an independent director.

4.3 Board recommendation

The Board (save Mr Belben who declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the

outcome of Resolution 5) supports the re-election of Mr Belben and recommends that Shareholders vote in favour of Resolution 5.

5. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR LEE HUNTER

5.1 General

The Company has agreed, subject to obtaining Shareholder approval to issue a total of 1,200,000 Performance Rights under the Company's Performance Rights Plan (**Plan**) (**Related Party Performance Rights**) to Mr Lee Hunter (or his nominee).

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Performance Rights constitutes giving a financial benefit and Mr Hunter is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Hunter who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Performance Rights because the agreement to grant the Related Party Options, reached as part of the remuneration package for Mr Hunter, is considered reasonable remuneration in the circumstances.

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As the grant of the Related Party Performance Rights involves the issue of securities under an employee incentive scheme to a director, Shareholder approval pursuant to ASX Listing Rule 10.14 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.15B do not apply in the current circumstances.

5.2 Technical information required by ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Related Party Performance Rights to Mr Hunter:

- (a) the related party is Mr Lee Hunter who is a related party by virtue of being a Director;
- (b) the maximum number of Related Party Performance Rights (being the nature of the financial benefit provided) to be granted to Mr Hunter is

1,200,000. Each Related Party Performance Right will vest into one (1) Share upon the satisfaction of the terms and conditions as set out in Schedule 1;

- (c) the Related Party Performance Rights will be granted for nil cash consideration (and there is no vesting price payable on the vesting of Performance Rights to Shares), accordingly no funds will be raised on issue of the Performance Rights or the vesting into Shares;
- (d) the following persons referred to in ASX listing Rule 10.14 who have received Performance Rights since it was adopted by Shareholders at its General Meeting held on 5 June 2015 is as follows:

| | Class A Performance Rights | Class B Performance Rights | Price |
|-------------------------------------|-----------------------------------|-----------------------------------|------------------------|
| Zhenya Tsvetnenko (former Director) | 2,400,000 | 3,600,000 | Nil cash consideration |
| Luke Taylor (former Director) | 1,300,000 | 1,950,000 | Nil cash consideration |
| Total | 3,700,000 | 5,550,000 | 9,250,000 |

- (e) as at the date of this Notice, the Directors are the only persons covered by ASX Listing Rule 10.14 that the Board has declared to be eligible to be issued Performance Rights under the Plan (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained);
- (f) no loans are being provided in connection with the issue of the Related Party Performance Rights;
- (g) the Related Party Performance Rights will be issued to Mr Hunter no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date; and
- (h) a summary of the terms and conditions of the Related Party Performance Rights is set out in Schedule 1.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Performance Rights to Mr Hunter as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Performance Rights to Mr Hunter will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

6. RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY-MR RENAUD BESNARD

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 500,000 Options (**Related Party Options**) to Mr Renaud Besnard on the terms and conditions set out below.

A summary of Section 208 of the Corporations Act relating to the giving of a financial benefit to a related party is set out in Section 5.1.

The grant of the Related Party Options constitutes giving a financial benefit and Mr Besnard is a related party of the Company by virtue of being a Director.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Options to Mr Besnard.

6.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Options:

- (a) the related party is Mr Besnard who is a related party by virtue of being a Director;
- (b) the maximum number of Related Party Options (being the nature of the financial benefit being provided) to be granted to Mr Besnard is 500,000;
- (c) the Related Party Options will be granted to Mr Besnard no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date;
- (d) the Related Party Options will be granted for nil cash consideration; accordingly no funds will be raised;
- (e) the terms and conditions of the Related Party Options are set out in Schedule 2;
- (f) the value of the Related Party Options and the pricing methodology is set out in Schedule 3;
- (g) the relevant interest of Mr Besnard in securities of the Company are set out below:

| Related Party | Shares | Options | Performance Rights |
|---------------|--------|---------|--------------------|
| Mr Besnard | Nil | Nil | Nil |

- (h) Mr Besnard was appointed 11 July 2017. His remuneration and emoluments from the Company for the previous financial year were \$nil. The proposed remuneration and emoluments from the date of appointment for the current financial year are set out below:

| Related Party | Previous | Current |
|---------------|----------|----------|
| Mr Besnard | Nil | \$42,623 |

- (i) if the Related Party Options granted to Mr Besnard are exercised, a total of 500,000 Shares would be issued. This will increase the number of Shares on issue from 73,307,669 to 73,807,669 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.68%.
- (j) The market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.
- (k) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

| | Price (\$) | Date |
|---------|------------|-------------------|
| Highest | 0.42 | 13 June 2017 |
| Lowest | 0.12 | 15 December 2016 |
| Last | 0.28 | 19 September 2017 |

- (l) the primary purpose of the grant of the Related Party Options to Mr Besnard is to provide a performance linked incentive component in the remuneration package for Mr Besnard to motivate and reward his performance in his role as a Director;
- (m) Mr Besnard declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 7 be passed. However, the remaining Directors being Mr Stephen Belben, Mr Mathew Ratty and Mr Lee Hunter recommend that Shareholders vote in favour of Resolutions 7 for the following reasons:
- (i) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Besnard; and

- (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Options upon the terms proposed;
- (n) with the exception of Mr Besnard, no other Director has a personal interest in the outcome of Resolution 7;
- (o) in forming their recommendations, each Director considered the experience of Mr Besnard, the current market price of Shares, the current market practices when determining the number of Related Party Options to be granted as well as the exercise price and expiry date of those Related Party Options; and
- (p) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 7.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Options to Mr Besnard as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Options to Mr Besnard will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

7. RESOLUTION 8 – INCREASE TO TOTAL AGGREGATE FIXED SUM TO NON-EXECUTIVE DIRECTORS

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Clause 13.7 of the Constitution also requires that remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increase by ordinary resolution of Shareholders in general meeting.

The maximum aggregate amount of fees payable to all of the non-executive Directors is currently set at \$250,000. Resolution 9 seeks Shareholder approval to increase this figure by \$250,000 to \$500,000.

This amount includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with the Constitution, or securities issued to a non-executive Director under ASX Listing Rule 10.11 or 10.14 with approval of Shareholders.

The maximum aggregate amount of fees proposed to be paid to the non-executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the proposed limit is requested to ensure that the Company:

- (a) maintains its capacity to remunerate both existing and any new non-executive directors joining the Board;

- (b) remunerates its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (c) has the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

In the past 3 years, the Company has issued non-executive Directors the following securities (and a total of 6,000,000 Shares on conversion of the Class A and Class B Performance Rights issued to Zhenya Tsvetnenko as detailed below) with prior Shareholder approval under ASX Listing Rules 10.11 and 10.14:

| Non-Executive Director | Class A Performance Rights | Class B Performance Rights | Options | Price |
|---|-----------------------------------|-----------------------------------|------------------|------------------------|
| Zhenya Tsvetnenko (former Non-Executive Director) | 2,400,000 | 3,600,000 | Nil | Nil cash consideration |
| Stephen Belben | Nil | Nil | 500,000 | Nil cash consideration |
| Matthew Ratty | Nil | Nil | 500,000 | Nil cash consideration |
| Total | 2,400,000 | 3,600,000 | 1,000,000 | 7,000,000 |

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

8. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

8.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300 million.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one (1) class of quoted Equity Securities on issue, being the Shares (ASX Code: TMP).

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

8.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

8.3 Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 ASX trading days of the date in section 8.3(a), the date on which the Equity Securities are issued.

8.4 Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) 12 months after the date of this Meeting; and
- (b) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

8.5 Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

| Number of Shares on Issue (Variable 'A') | Issue Price (per Share) | Dilution | | |
|---|-------------------------|---|-------------------------|---|
| | | \$0.1425 50% decrease in Issue Price | \$0.2850 Issue Price | \$0.4275 50% increase in Issue Price |
| 73,307,669 (Current Variable A) | Shares issued | 7,330,767 | 7,330,767 | 7,330,767 |
| | Funds raised | \$1,044,634 | \$2,089,269 | \$3,133,903 |
| 109,961,504 (50% increase in Variable A) | Shares issued | 10,996,150 | 10,996,150 | 10,996,150 |
| | Funds raised | \$1,566,951 | \$3,133,903 | \$4,700,854 |
| 146,615,338 (100% increase in Variable A) | Shares issued | 14,661,534 | 14,661,534 | 14,661,534 |
| | Funds raised | \$2,089,269 | \$4,178,537 | \$6,267,806 |

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 73,307,669 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX 28 August 2017.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares or Performance Rights are converted into Shares before the date of issue of the Equity Securities.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

8.6 Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) to raise funds for working capital expenses, ongoing growth initiatives, potential acquisitions and development of the Company's proprietary technology; or
- (b) as non-cash consideration for the acquisition of any new or complimentary businesses or opportunities, and in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

8.7 Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;

- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

8.8 Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 24 October 2016 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 26 October 2016, the Company otherwise issued 33,334 Shares on vesting of Class C Performance Rights and 7,500,000 Shares on vesting of Class B Performance Rights, and 1,500,000 Options exercisable at \$0.45 on or before 30 March 2020 to Directors which represents approximately 10.37% of the total diluted number of Equity Securities on issue in the Company on 26 October 2016, which was 87,141,001.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 4.

8.9 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 8.1 of the Explanatory Statement.

AEDT means Australian Eastern Daylight Time.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Tech Mpire Limited (ACN 156 377 141).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Managing Director means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions, milestones and the corresponding obligation of the Company to provide the Share, under a binding contract made by the Company and an eligible participant in the manner set out in the Plan.

Plan means the Company's Performance Rights Plan approved by Shareholders at the Company's extraordinary general meeting held 24 November 2015.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the calculation in section 8.5 of the Explanatory Statement.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF RELATED PARTY PERFORMANCE RIGHTS

- (a) **(Conversion):** Each Performance Right entitled the holder (**Holder**) to one Share on conversion upon satisfaction of the following vesting conditions:
- (i) 150,000 of the Performance Rights will vest on the five day volume weighted average price of Shares being \$0.80 or higher; and
 - (ii) 900,000 of the Performance Rights will vest on the five day volume weighted average price of Shares being \$1.00 or higher; and
 - (iii) 150,000 of the Performance Rights will vest on the five day volume weighted average price of Shares being \$1.20 or higher,
- (together, the **Vesting Conditions**).
- (b) **(Ranking of Shares):** The Shares into which the Performance Rights will convert will rank pari passu in all respects with existing Shares.
- (c) **(Plan):** The performance rights will be granted under the Company's existing Performance Rights Plan, a copy of which will be provided to the Executive separately at the time of grant, subject to the Executive being employed by the Company or a Related Body Corporate and not having been given a notice of termination at the time of such grant.
- (d) **(Lapse):** Performance rights that have not vested by 30 June 2019 will automatically lapse
- (e) **(Salary):** Incentive awards and payments are not part of the Holder's salary and will not be taken into account in calculating any payment for annual leave, long service leave or any entitlement on the termination of the Executive's employment for any reason.
- (f) **(Participation Rights):** There are no participating rights or entitlements inherent in the Performance Rights and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (g) **(Not Transferable):** The Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.
- (h) **(Reorganisation of Capital):** If at any time the issued capital of Tech Mpire is reconstructed, all rights of the Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (i) **(Application to ASX):** The Performance Rights will not be quoted on ASX. However, upon conversion of the Performance Rights into Shares the Company must within seven (7) days after the conversion, apply for the official quotation of the Shares arising from the conversion on ASX.
- (j) **(Participation in Entitlements and Bonus Issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be allocated on the exercise of a Performance Right will be increased by the number of Shares which the Holder would have

received if the Performance Right had vested before the record date for the bonus issue.

SCHEDULE 2 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.45 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the date of the Deed being 25 August 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to Mr Besnard pursuant to Resolution 7 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

| | |
|--|----------------|
| Assumptions: | |
| | |
| Valuation date | 24 August 2017 |
| Market price of Shares | 27.5 cents |
| Exercise price | 45.0 cents |
| Expiry date (length of time from date of the Deed) | 3 years |
| Risk free interest rate | 1.95% |
| Volatility (discount) | 82.38% |
| Dividend Yield | 0% |
| Indicative value per Related Party Option | 11.6 cents |
| | |
| Total Value of Related Party Options | \$57,847 |

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 4 – ISSUES OF EQUITY SECURITIES SINCE 26 OCTOBER 2016

| Date | Quantity | Class | Recipients | Issue price and discount to Market Price (if applicable) ¹ | Form of consideration |
|--|-----------|----------------------|--|--|--|
| Issue – 30 May 2017 Appendix 3B – 30 May 2017 | 1,500,000 | Options ³ | Directors (Stephen Belben, Mathew Ratty and Lee Hunter) | No issue price (non-cash consideration) Consideration: performance based remuneration for services provided to the Company. Current value: \$192,886 ⁶ | Options issued as Director remuneration. |
| Issue – 7 June 2017 Appendix 3B – 7 June 2017 | 33,334 | Shares ² | Management of Appenture (Zeljko Drascic, Marko Sekez) | No issue price. The Shares were issued upon the vesting and subsequent conversion of Class C Performance Rights (non-cash consideration). Consideration: partial consideration for the acquisition of 100% of the issued capital of Appenture d.o.o., a Croatian Software company. Current value: \$10,333.54 ⁷ | Upon achievement of a specific performance milestone each holder of a Class C Performance Right was issued one Share. ⁴ |
| Issue – 31 August 2017 Appendix 3B – 31 August 2017 | 7,500,000 | Shares ⁵ | Previous directors Zhenya Tsvetnenko, Luke Taylor and Key Management Personnel | No issue price. The Shares were issued upon the vesting and subsequent conversion of Class B Performance Rights (non-cash consideration). Consideration: performance based remuneration for services provided to the Company. Current value: \$2,325,000 ⁷ | Upon achievement of a specific performance milestone each holder of a Class B Performance Right was issued one Share. ⁵ |

Notes:

- Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

2. Fully paid ordinary shares in the capital of the Company, ASX Code: TMP (terms are set out in the Constitution).
3. Unlisted Options exercisable at \$0.45 on or before 30 March 2020.
4. The Class C performance rights vested on 1 June 2017. Further details are set out in the Company's Notice of Annual General Meeting held on 24 October 2016.
5. The Class B Performance Rights vested 29 June 2017. Further details are set out in the Company's Notice of General Meeting released on 5 June 2015.
6. Options were valued using the Black & Scholes option model.
7. Based on Share price as at close of trading on 30 August 2017, being the day before the date of this Notice of Meeting.

+

TECH MPIRE LIMITED

ACN: 156 377 141

REGISTERED OFFICE:SUITE 10
16 BRODIE HALL DRIVE
BENTLEY WA 6102

+

«EFT_REFERENCE_NUMBER»

«Post_zone»
«Company_code» «Sequence_number»«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»**SHARE REGISTRY:**Security Transfer Australia Pty Ltd
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

TMP

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am AEDT on Thursday 26 October 2017 at Park Hyatt Melbourne, 1 Parliament Square off Parliament Place, Melbourne VIC 3002 and at any adjournment of that meeting.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in FAVOUR of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy.

| RESOLUTION | For | Against | Abstain* | | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1. Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. Issue of Options to Related Party - Mr Renaud Besnard | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of Director - Lee Hunter | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. Increase to Total Aggregate Fixed Sum to Non-Executive Directors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Re-election of Director - Mathew Ratty | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. Approval of 10% Placement Capacity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Re-election of Director - Renaud Besnard | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 5. Re-election of Director - Stephen Belben | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 6. Issue of Performance Rights to Related Party - Mr Lee Hunter | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Tech Mpire Limited no later than 11:00am AEDT on Tuesday 24 October 2017.

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My/Our contact details in case of enquiries are:

Name:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Tech Mpire Limited no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Tech Mpire Limited

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| Postal Address | Suite 10 16 Brodie-Hall Drive Bentley WA 6102 |
| Facsimile | +61 8 9473 2501 |
| Email | investor.enquiry@techmpire.com with subject heading "AGM PROXY" |

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

