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ASX RELEASE **22 OCTOBER 2015**

NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT

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

In addition, Annual Reports have been dispatched to those shareholders who had requested a hard copy of the Annual Report, and the Annual Report has been emailed to those shareholders who had requested to receive the Annual Report electronically.

The Annual General Meeting will be held at 10.00am (WST) on 24 November 2015 at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005.

Yours faithfully

Fiona Muir
COMPANY SECRETARY

TECH MPIRE LIMITED

ACN 156 377 141

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am WST

DATE: 24 November 2015

PLACE: The Park Business Centre
45 Ventnor Avenue
West Perth, Western Australia

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 10.00am WST on 24 November 2015 at:

The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia

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 22 November 2015.

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 financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the director's 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 2015."*

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 – DARREN WATES

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, ASX Listing Rule 14.4 and for all other purposes, Darren Wates, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

4. RESOLUTION 3 – 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.

5. RESOLUTION 4 – ADOPTION OF INCENTIVE OPTION SCHEME

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

> *"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive option scheme titled TMP Incentive Option Scheme and for the issue of securities under that plan, 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, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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:

  (A) a member of the Key Management Personnel; or

  (B) 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.

6. RESOLUTION 5 – ADOPTION OF INCENTIVE SHARE PLAN

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

> *"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee share plan titled TMP Incentive Share Plan and for the issue of securities under that plan, 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, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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:

(c) the proxy is either:

  (A) a member of the Key Management Personnel; or

  (B) a Closely Related Party of such a member; and

(d) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) 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.

7. RESOLUTION 6 – APPOINTMENT OF AUDITOR

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

> *"That, pursuant to section 327B of the Corporations Act and for all other purposes, approval is given for the appointment of Ernst & Young as auditor of the Company effective from the conclusion of the Meeting."*

Dated: 9 October 2015

By order of the Board

Fiona Muir
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 2015 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.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel[1]	Vote as directed	Unable to vote[3]
Chair[2]	Vote as directed	Able to vote at discretion of Proxy[4]
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

[2] Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

[4] The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR DARREN WATES

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

(a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;

(b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;

(c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and

(d) In determining the number of Directors to retire, no account is to be taken of:

(i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or

(ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has three Directors and accordingly one must retire.

Darren Wates, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr Wates is a founding director of the Company. Mr Wates is a corporate lawyer with over 15 years' experience in equity capital markets, mergers and acquisitions, project acquisitions/divestments and corporate governance gained through private practice and in house roles in Western Australia. Mr Wates holds a Bachelor of Laws, Bachelor of Commerce and a Graduate Diploma in Applied Finance and Investment.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 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 3 for it to be passed.

4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity

Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

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 $300,000,000.

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 $34,500,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: TMP).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

(ii) plus the number of partly paid shares that became fully paid in the previous 12 months;

(iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and

(iv) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

4.3 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 3:

(a) **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:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 4.3(a)(i), the date on which the Equity Securities are issued.

(b) **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:

(i) 12 months after the date of this Meeting; and

(ii) 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**).

(c) **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 3 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 current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

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' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	$0.26 50% decrease in Issue Price	$0.52 Issue Price	$0.78 50% increase in Issue Price
60,541,001 (Current Variable A)	Shares issued - 10% voting dilution	6,054,100 Shares	6,054,100 Shares	6,054,100 Shares
	Funds raised	$1,574,066	$3,148,132	$4,722,198
90,811,502 (50% increase in Variable A)	Shares issued - 10% voting dilution	9,081,150 Shares	9,081,150 Shares	9,081,150 Shares
	Funds raised	$2,361,099	$4,722,198	$7,083,297
121,082,002 (100% increase in Variable A)	Shares issued - 10% voting dilution	12,108,200 Shares	12,108,200 Shares	12,108,200 Shares
	Funds raised	$3,148,132	$6,296,264	$9,444,396

*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 60,541,001 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on1 October 2015.
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 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:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) 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.

(d) **Purpose of Issue under 10% Placement Capacity**

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

(i) to raise funds for working capital expenses, ongoing marketing initiatives and development of the Company's proprietary technology; or

(ii) 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.

(e) **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:

(i) the purpose of the issue;

(ii) 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;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

(vi) 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.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company did not obtain approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its last annual general meeting held on 9 October 2014.

4.4 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 3.

5. RESOLUTION 4 – APPROVAL OF INCENTIVE OPTION SCHEME

Resolution 4 seeks Shareholders approval for the adoption of the employee incentive option scheme titled TMP Incentive Option Scheme (**Option Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to issue options under the Option Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Options have previously been issued under the Option Plan.

The objective of the Option Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Option Plan and the future issue of Options under the Option Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Options under the Option Plan to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Option Plan is set out in Schedule 1. In addition, a copy of the Option Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Option Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

6. RESOLUTION 5 – APPROVAL OF EMPLOYEE SHARE PLAN

Resolution 5 seeks Shareholders approval for the adoption of the employee incentive scheme titled Employee Share Plan (**Share Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue Shares under the Share Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Shares have previously been issued under the Share Plan.

The objective of the Share Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Share Plan and the future issue of Shares under the Share Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

A material feature of the Share Plan is the issue of Shares pursuant to the Share Plan may be undertaken by way of provision of a non-recourse, interest free loan to be used for the purposes of subscribing for the Shares based on a price that will be not less than the volume weighted average price at which Shares were traded on the ASX over the 10 trading days up to and including the date of acceptance of the offer.

Any future issues of Shares under the Share Plan to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 2. In addition, a copy of the Share Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Share Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

7. RESOLUTION 6 – APPOINTMENT OF AUDITOR

Under section 327B of the Corporations Act, the Company in a general meeting must appoint an auditor to fill any vacancy in the office of auditor at each subsequent annual general meeting of the Company.

As announced by the Company on 12 August 2015, HLB Mann Judd, applied to ASIC to resign as auditor following the completion of the acquisition by the Company of Livelynk Group Pty Ltd to enable the combined group to have one audit firm responsible for the newly combined company group audit, and ASIC provided their consent to that application.

In accordance with section 327C of the Corporations Act, the Directors appointed Ernst & Young as the Company's auditor effective from the date of resignation of HLB Mann Judd up until the date of this Meeting. In accordance with section 327B(1)(b) of the Corporations Act, the Company seeks to have

Ernst & Young appointed by Shareholders as the Company's auditor pursuant to this Resolution 6.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Ernst & Young to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement at Annexure A.

Ernst & Young has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to Shareholder approval of this resolution.

If Resolution 6 is passed, the appointment of Ernst & Young as the Company's auditor will take effect from the close of this Meeting.

GLOSSARY

$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4 of the Explanatory Statement.

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.

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 2015.

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 4.2 of the Explanatory Statement.

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

SCHEDULE 1 – INCENTIVE OPTION SCHEME

The Board has adopted the Option Plan to allow eligible participants to be granted Options to acquire Shares in the Company. The principle terms of the Option Plan are summarised below.

(a) **Eligibility and Grant of Options**: The Board may grant Options to any Director, full or part time employee, or casual employee, consultant or contractor who falls within ASIC Class Order 14/1000, of the Company or an associated body corporate (**Eligible Participant**). The Board may also offer Options to a prospective Eligible Participant provided the Offer can only be accepted if they become an Eligible Participant. Options may be granted by the Board at any time.

(b) **Consideration**: Each Option granted under the Scheme will be granted for nil or no more than nominal cash consideration.

(c) **Conversion:** Each Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(d) **Exercise Price and Expiry Date**: The exercise price and expiry date for Options granted under the Scheme will be determined by the Board prior to the grant of the Options.

(e) **Exercise Restrictions**: The Options granted under the Scheme may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Options.

(f) **Lapsing of Options**: An unexercised Option will lapse:

(i) on its Expiry Date;

(ii) if any Exercise Condition is unable to be met and is not waived, as determined by the Board; or

(iii) subject to certain good leaver exceptions, where the Eligible Participant ceases to be an Eligible Participant.

(g) **Disposal of Options:** Options will not be transferable except to the extent the Scheme or any offer provides otherwise.

(h) **Quotation of Options**: Options will not be quoted on the ASX, except to the extent provided for by the Scheme or unless an offer provides otherwise.

(i) **Trigger Events**: Upon certain trigger events, being a change in control of the Company (including by takeover or entry into a scheme of arrangement) or redundancy, any Option which has not at that time become exercisable or lapsed, becomes exercisable.

(j) **Disposal of Shares**: The Board may, in its discretion, determine that a restriction period will apply to some or all of the Shares issued on exercise of Options, up to a maximum of five (5) years from the date of grant of the Options.

(k) **Participation in Rights Issues and Bonus Issues:** There are no participating 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.

(l) **Reorganisation**: The terms upon which Options will be granted will not prevent the Options being re-organised as required by the Listing Rules on the re-organisation of the capital of the Company.

(m) **Limitations on Offers**: The Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

SCHEDULE 2 – INCENTIVE SHARE PLAN

The key terms of the Employee Share Plan are as follows:

(a) **Eligibility**: Participants in the Scheme may be Directors, full-time and part-time employees of the Company or any of its subsidiaries (**Participants**).

(b) **Administration of Share Plan**: The Board is responsible for the operation of the Share Plan and has a broad discretion to determine which Participants will be offered Shares under the Share Plan.

(c) **Offer:** The Board may issue an offer to a Participant to participate in the Share Plan. The offer:

(i) will invite application for the number of Shares specified in the offer;

(ii) will specify the issue price for the Shares or the manner in which the Issue Price is to be calculated;

(iii) may invite applications for a loan up to the amount payable in respect of the Shares accepted by the Participant in accordance with the offer;

(iv) will specify any restriction conditions applying to the Shares;

(v) will specify an acceptance period; and

(vi) specify any other terms and conditions attaching to the Shares.

(d) **Issue price:** the issue price of each Share will be not less the volume weighted average price at which Shares were traded on the ASX over the 10 trading days up to and including the actual date of acceptance of the Shares offered under the Offer.

(e) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment) which must be satisfied before the Shares can be sold, transferred, or encumbered. Shares cannot be sold, transferred or encumbered until any loan in relation to the Shares has been repaid or otherwise discharged under the Share Plan.

(f) **Loan:** A Participant who is invited to subscribe for Shares may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the Participant (**Loan**), on the following terms:

(i) the Loan will be interest free;

(ii) the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Shares;

(iii) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the offer;

(iv) a Participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;

(v) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to sell those Shares in accordance with the terms of the Share Plan;

(vi) a Loan will be non-recourse except against the Shares held by the Participant to which the Loan relates; and

(vii) the Board may, in its absolute discretion, agree to forgive a Loan made to a Participant.

(g) **Unfulfilled Restriction Condition:** Where a restriction condition in relation to Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company must, unless the restriction condition is waived by the Board, either:

(i) buy back and cancel the relevant Shares within 12 months of the date the restriction condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to the cash consideration paid by the Participant for the Share Plan Shares (with any Loan not being treated as cash consideration but any Loan Amount repayments by the Participant being treated as cash consideration); or

(ii) arrange to sell the Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the volume weighted average price at which Shares were traded on the ASX on the 10 trading days before the sale date and apply the sale proceeds (**Sale Proceeds**) in the following priority:

(A) first, to pay the Company any outstanding Loan Amount (if any) in relation to the Shares and the Company's reasonable costs in selling the Shares;

(B) second, to the extent the Sale Proceeds are sufficient, to repay the Participant any cash consideration paid by the Participant or Loan Amount repayments (including any cash dividends applied to the Loan Amount) made by or on behalf of the Participant; and

(C) lastly, any remainder to the Company to cover its costs of managing the Share Plan.

(h) **Sale of Shares to repay Loan**:

(i) A Loan shall become repayable in full where:

(A) the Participant (or, where the Participant is an Associate of an Eligible Employee, the Eligible Employee) ceases to be an Eligible Employee for any reason (including death);

(B) the Participant suffers an event of insolvency;

(C) the Participant breaches any condition of the Loan or the Share Plan; or

(D) a Restriction Condition in relation to Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived).

(ii) Where a Loan becomes repayable and at that time a Restriction Condition in relation to Shares subject to the Loan is not satisfied, or is incapable of being satisfied in the opinion of the Board (and is not waived), the Shares must be sold and the Sale Proceeds applied to repay the Loan in accordance the Share Plan.

(iii) Where a Loan in relation to Shares becomes repayable and at that time Restriction Conditions in relation to the Shares have either been satisfied or are waived, the Company must give the Participant a 30 day period to repay the Loan, failing which the Company must sell the Shares and apply the Sale Proceeds in accordance with the Share Plan.

(i) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Shares in accordance with the Share Plan.

(j) **Share Plan limit:** The Company must take reasonable steps to ensure that the number of Shares offered by the Company under the Share Plan when aggregated with:

(i) the number of Shares issued during the previous 5 years under the Share Plan (or any other employee share plan extended only to Eligible Employees); and

(ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).

(k) **Restriction on transfer:** Participants may not sell or otherwise deal with a Share Plan Share until the Loan Amount in respect of that Share Plan Share has been repaid and any restriction conditions in relation to the Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Shares to implement this restriction.

(l) **Quotation on ASX:** The Company will apply for each Share Plan Share to be admitted to trading on ASX upon issue of the Share Plan Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.

(m) **Rights attaching to Shares**: Each Share Plan Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Share Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

ANNEXURE A – NOMINATION OF AUDITOR

7 October 2015

The Board of Directors
Tech Mpire Limited
Suite 11
16 Brodie Hall Drive
BENTLEY WA 6102

RE: NOMINATION OF AUDITOR

Beachswing Pty Ltd <The Varenna Trust>, being a member of Tech Mpire Limited (ACN 156 377 141 (**Company**), nominates Ernst & Young in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Act.

Signed and dated 7 October 2015:

Darren Wates
For and on behalf of
Beachswing Pty Ltd <The Varenna Trust>

PROXY FORM

TECH MPIRE LIMITED
ACN 156 377 141

ANNUAL GENERAL MEETING

I/We ______________________________

of: ______________________________

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name: ______________________________

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10.00 am WST, on 24 November 2015 at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005, and at any adjournment thereof.

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, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 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.

Voting on business of the Meeting		**FOR**	**AGAINST**	**ABSTAIN**
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Darren Wates	☐	☐	☐
Resolution 3	Approval of 10% Placement Capacity	☐	☐	☐
Resolution 4	Approval to Adopt Incentive Option Scheme	☐	☐	☐
Resolution 5	Approval to Adopt Employee Share Plan	☐	☐	☐
Resolution 6	Appointment of Auditor	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: ________ %

Signature of Shareholder(s):

Individual or Shareholder 1	**Shareholder 2**	**Shareholder 3**
Sole Director/Company Secretary	Director	Director/Company Secretary

Date: ______________________________

Contact name: ______________________________ **Contact ph (daytime):** ______________________________

E-mail address: ______________________________ **Consent for contact by e-mail in relation to this Proxy Form:** **YES** ☐ **NO** ☐

Instructions for completing Proxy Form

1. (**Appointing a proxy**): A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. (**Direction to vote**): A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. (**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 should sign.
   - (**Power of attorney**): If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
   - (**Companies**): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

4. (**Attending the Meeting**): Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

5. (**Return of Proxy Form**): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

   (a) post to Tech Mpire Limited, Suite 11, 16 Brodie Hall Drive, Bentley, Technology Park, WA 6102; or

   (b) facsimile to the Company on facsimile number +61 8 9473 2501

   so that it is received not less than 48 hours prior to commencement of the Meeting.

   Proxy Forms received later than this time will be invalid.

TECH MPIRE LIMITED

(formerly Fortunis Resources Limited)

ABN 88 156 377 141

ANNUAL REPORT
FOR THE FINANCIAL YEAR ENDED
30 JUNE 2015

TECH MPIRE LIMITED

CORPORATE DIRECTORY

Directors

Non-Executive Chairman	Mr Darren Wates
Managing Director	Mr Luke Taylor
Non-Executive Director	Mr Zhenya Tsvetnenko

Company Secretary

Ms Fiona Muir

Registered Office

Suite 11, 16 Brodie Hall Drive
Bentley WA 6102

Principal Office

Suite 11, 16 Brodie Hall Drive
Bentley WA 6102

Telephone: 9473 2500
Facsimile: 9473 2501

Share Register

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153
Telephone: +61 8 9315 2333
Facsimile: +61 8 9315 2233

Securities Exchange Listing

Tech Mpire Limited shares are listed on the Australian Securities Exchange (ASX: TMP)

Solicitors

Steinepreis Paganin
Level 4, The Read Building
16 Milligan Street
Perth WA 6000

Bankers

Commonwealth Bank of Australia Limited
150 St Georges Terrace
Perth WA 6000

Auditors

Ernst & Young
The EY Building
11 Mounts Bay Road
Perth WA 6000

CONTENTS

TECH MPIRE LIMITED

CHAIRMAN'S LETTER

On behalf of the board of directors, I am pleased to be presenting the inaugural Annual Report of Tech Mpire Limited.

Background

In March 2015, the Company entered into an option agreement to acquire Livelynk Group Pty Ltd, the operator of the Mpire Media business (**Livelynk**). Livelynk provides online performance-based marketing services by acting as an intermediary between its clients who have products or services they wish to advertise, and its network of marketing partners, referred to as affiliates. Affiliates are responsible for deploying digital advertising and marketing campaigns to promote the products and services of Livelynk's advertiser clients.

The services provided by Livelynk are performance-based which means that Livelynk only charges its advertiser clients and only pays its affiliates if a pre-agreed result is achieved such the subscription for a service, the sale of a product or the installation of software or mobile application.

This performance-based business model reduces the media spend risk for Livelynk's clients because they are only required to pay for actual results achieved. It gives advertisers the certainty of only paying for advertising that gets the desired results.

The Company pursued the acquisition of Livelynk because it offered shareholders the opportunity to realise significant future value upon the back of an exciting and growing business sector.

The Company's planned change in activities from mineral exploration to digital marketing, and its proposed acquisition of Livelynk were approved by shareholders on 5 June 2015. The successful completion of the acquisition, together with an oversubscribed $6 million capital raising followed on 29 June 2015, triggering the change in the Company's name from Fortunis Resources Limited to Tech Mpire Limited.

On 7 July 2015, the Company was re-admitted to quotation on the Australian Securities Exchange under the code TMP.

Outlook

Following the successful capital raising, the Company has a strong balance sheet which means it is well positioned to take advantage of the growing online advertising market and increase its share of the performance-based advertising niche. With sufficient funding now in place, sales and marketing initiatives can be ramped up to accelerate business growth.

We are confident in our ability to grow our advertiser and revenue base as we leverage off our existing strong relationships with affiliates and implement our sales and marketing initiatives across a number of new regions.

I would like to thank all our staff and our shareholders for their support and I look forward to providing progress updates in FY 2016 and delivering increased shareholder value.

Yours Sincerely

Darren Wates
Non-Executive Chairman

It is with great pleasure that I present my report in the debut Annual Report of Tech Mpire Limited. The completion of the back door listing of our business, successfully raising $6 million in an oversubscribed capital raising, and being admitted to quotation on the Australian Securities Exchange were significant achievements which would not have been possible had we not been able to rapidly grow our business during FY 2015 and demonstrate its future potential.

Business Performance

During the course of FY 2015 we made significant progress in growing the business and expanding into new markets. We commenced the year with a sales and marketing team comprising six people and ended the year with a team of 16. The recruitment of highly effective sales and marketing personnel together with the implementation of strategies to attract and retain quality advertisers and affiliates enabled us to grow our monthly revenue from approximately $55,000 in the month of July 2014 to $2,900,000 in the month of June 2015.

We secured the funding for our business growth from a number of sources:

- loan funds (net of repayments) totalling approximately $600,000 were advanced by Livelynk's major shareholder, Zhenya Holdings Pty Ltd (**ZH Loan**);
- loan funds of $1,200,000 were advanced by Lithex Resources Limited (**Lithex Loan**),
- a cash injection of $500,000 was received upon MC Management Group Pty Ltd (**MC Mgmt**) subscribing for shares and becoming a shareholder of Livelynk;
- loan funds of $1,000,000 were advanced by MC Mgmt pursuant to the terms of a converting loan agreement (**Converting Loan**); and
- subsequent to exercising its option to acquire Livelynk, the Company (formerly named Fortunis Resources Limited) provided a working capital loan of approximately $1,400,000.

As part of the corporate transaction between Livelynk and the Company:

- the ZH Loan was converted into equity in Livelynk immediately prior to the Company completing its acquisition of 100% of the issued share capital of Livelynk;
- the Lithex Loan was settled using funds raised from the capital raising; and
- the Converting Loan was settled through the issue of 4,000,000 fully paid ordinary shares in the Company and 6,500,00 unlisted options in the Company with an exercise of $0.55 and an expiry date of 29 June 2018.

Tech Mpire's cash position as at 30 June 2015 was approximately $6,200,000 and it had no debt other than approximately $650,000 advanced pursuant to a debtor factoring arrangement.

About the Business

The Mpire Media business operated by Livelynk provides online performance-based marketing services and the strategic management of advertising campaigns. Livelynk acts as an intermediary between its advertiser clients and its network of affiliates who are responsible for deploying digital advertising campaigns to promote the products and services of Livelynk's clients.

Livelynk has spent a number of years building its affiliate network, refining its marketing campaign methodologies and developing strong relationships with key affiliates across the many sectors in which it operates.

By the end of FY 2015, Livelynk had a network of over 600 affiliates and more than 200 clients to which it provided services in more than 180 countries.

As noted above, the services provided by Livelynk are performance-based. This means that Livelynk only charges its clients and only pays its affiliates if a pre-agreed result, known as a conversion, is achieved. Examples of conversions include: subscription for a service, sale of a product, and installation of software or mobile application.

This performance-based business model reduces the media spend risk for Livelynk's clients because they are only required to pay for actual results achieved. It delivers greater certainty that advertising campaigns will be cost effective and have a positive return on investment. These factors give Livelynk's clients greater control over their media budgets and the ability to scale their budgets with a higher degree of confidence.

Livelynk uses its proprietary attribution tracking software platform, nxus®, to manage advertising campaigns on behalf of its clients and to track the achievement of the conversions.

nxus® analyses data from all transactions across the network giving valuable insights into each part of the consumer journey and purchase behaviour. Such data analysis enables Livelynk to optimise and enhance the performance of its clients' campaigns and increase their revenue which ultimately delivers substantially improved return on investment.

Market Trends

The global online advertising industry, which utilises the internet to deliver promotional marketing campaigns direct to consumers, is a rapidly growing industry. It was estimated to be worth US$135.42 billion in 2014, representing an increase of 15% from its estimated size of US$117 billion in 2013, and is expected to continue to grow.

The performance-based marketing sector was estimated to account for 65% of the total US online advertising spend in 2013 and is expected to grow as demand for this type of digital marketing service grows across the advertising industry.

Strategy and Outlook

Following the successful capital raising and listing of our business on the Australian Securities Exchange under the banner of Tech Mpire Limited, we are extremely well positioned to aggressively drive global growth and revenue moving forward.

The funds raised will be used to accelerate our rapid revenue and business growth through the expansion of marketing and sales efforts. These efforts have already commenced in FY 2016 with our attendance at a number of major conferences and trade shows in Asia and the United States which have had a direct impact on our sales pipeline.

Our strategy to grow the business focuses on three key areas: increase the spend by our existing advertiser clients and recruit additional advertiser clients; recruit additional quality affiliates; and actively seek ways to increase gross margins.

We have already experienced significant growth across our advertiser client base and affiliate network in FY 2016, and we are continuing our marketing and sales efforts to sustain this growth. We have a strong sales pipeline and we are well positioned to meet growing demand for performance-based marketing services and to aggressively pursue revenue growth.

Finally, I would like to thank all our staff, clients and affiliates for their support during the past year, and I would like to extend a warm welcome to both new and legacy shareholders as we embark on an exciting phase of growth as Tech Mpire Limited.

Yours Sincerely

Luke Taylor
Chief Executive Officer

The directors present their report together with the financial report of Tech Mpire Limited (formerly Fortunis Resources Limited) (**Tech Mpire** or **Company**) and its controlled entities (collectively referred to as the **Group**) for the financial year ended 30 June 2015 and the independent auditor's report thereon.

REVERSE ACQUISTION

On 29 June 2015, the Company successfully completed the acquisition of Livelynk Group Pty Ltd (**Livelynk**) together with a $6 million capital raising (**Acquisition Transaction**). The Acquisition Transaction resulted in Livelynk's shareholders obtaining control of the Company and the board of directors being restructured such that two of the Company's three directors stepped down to be replaced by Livelynk's nominees. In addition, the Livelynk management team assumed responsibility for the management of the Company.

The combination of these factors has resulted in the Acquisition Transaction being treated as a reverse acquisition for accounting purposes. Consequently, the Company (the legal parent) has been accounted for as the subsidiary and Livelynk (the legal subsidiary) has been accounted for as the parent entity.

The financial report presented represents a continuation of the financial statements of Livelynk. The results for the year ended 30 June 2015 comprise the results of Livelynk for the full year and the results of Tech Mpire for the period post completion of the Acquisition Transaction.

Unless stated otherwise, all comparative information provided is that of Livelynk.

DIRECTORS

The names and details of the Company's directors in office during the financial year and until the date of this report are set out below. Directors were in office for this entire period unless stated otherwise.

Names, qualifications, experience and special responsibilities

Mr Darren Wates (Non-Executive Chairman)

Mr Wates is a founding director of the Company and was appointed to the role of Non-Executive Chairman on 29 June 2015. Mr Wates is a corporate lawyer with over 15 years' experience in equity capital markets, mergers and acquisitions, project acquisitions/divestments and corporate governance gained through private practice and in house roles in Western Australia.

During the last three years Mr Wates has not been a director of any other listed companies.

Mr Wates holds a Bachelor of Laws, Bachelor of Commerce and a Graduate Diploma in Applied Finance and Investment.

Mr Luke Taylor (Managing Director) (appointed on 29 June 2015)

Mr Taylor has been the Managing Director and Chief Executive Officer of Livelynk since February 2014, during which time he has been responsible for all aspects of the business. Between 2010 and February 2014, Mr Taylor served Livelynk as director of operations, managing all aspects of software development, product development and operational reporting across the business. Mr Taylor has over 12 years of experience in digital marketing, internet and mobile technology businesses. Mr Taylor's experience includes developing and managing the technological and creative aspects of start-up businesses, managing multifunctional teams both directly and remotely, and overseeing international expansion.

During the last three years Mr Taylor has not been a director of any other listed companies.

Mr Taylor holds a Diploma of Computer Animation & Graphics, Diploma of Screen (Digital Film) and a Certificate III Multimedia Production.

Mr Zhenya Tsvetnenko (Non-Executive Director) (appointed on 29 June 2015)

Mr Tsvetnenko has over 8 years' experience in mobile premium messaging services and internet marketing. He is a highly successful entrepreneur and is also the Executive Chairman of ASX listed Digital CC Limited. Mr Tsvetnenko was awarded the prestigious Ernst and Young, Entrepreneur of the Year (young category) in 2010 and the Western Australian Business News 40 under 40 in 2011.

During the last three years Mr Tsvetnenko has been a director of Digital CC Limited.

John Rubino (Non-Executive Chairman) (resigned on 29 June 2015)

Mr Rubino has over 45 years' experience in the construction and engineering services industry. Mr Rubino served as Managing Director and Chairman of Monadelphous Ltd from 1991 up until his resignation as Managing Director in 2003. He continues his role as Chairman of Monadelphous Ltd.

During the last three years Mr Rubino has served as and currently is a director of Monadelphous Ltd.

Peter Alexander (Non-Executive Director) (resigned on 29 June 2015)

Mr Alexander is a geologist by profession and has over 30 years' experience in mineral exploration and mining in Australia and overseas. Mr Alexander was Managing Director and Chief Executive Officer of Dominion Mining Ltd from 1997 until his retirement in January 2008, at which time he continued as a Non-Executive Director until the takeover by Kingsgate Consolidated Ltd in 2010. Mr Alexander managed the start-up and operation of Dominion's Challenger gold mine in South Australia and, under Mr Alexander's management, Dominion won the Gold Mining Journal's "Gold Miner of the Year" three years in succession. Mr Alexander is currently a Non-Executive Director of Kingsgate Consolidated Ltd and Caravel Minerals Ltd, and Non-Executive Chairman of Doray Minerals Ltd.

During the last three years, Mr Alexander has served as and currently is a director of Kingsgate Consolidated Ltd, Caravel Minerals Ltd and Doray Minerals Ltd.

INTERESTS IN THE SECURITIES OF THE COMPANY AND RELATED BODIES CORPORATE

As at the date of this report, the interests of the directors in the securities of the Company were as follows:

	Ordinary shares	Options[1]	Class A Performance Rights[2]	Class B Performance Rights[3]
D. Wates	500,001	1,000,000	-	-
L. Taylor	-	-	1,300,000	1,950,000
Z. Tsvetnenko	7,500,000	-	2,400,000	3,600,000

1 The options are unlisted, have an exercise price of $0.20 and expire on 31 December 2016.
2 The Class A performance rights are unlisted, vest on the Group achieving $25,000,000 of cumulative gross revenue within 18 months from 29 June 2015, and expire on 29 December 2016.
3 The Class B performance rights are unlisted, vest on the Group achieving cumulative net profit before tax of $1,500,000 within 24 months from 29 June 2015, and expire on 29 June 2017.

COMPANY SECRETARY

Mr Wates served as the sole company secretary until 29 June 2015 at which point Ms Fiona Muir was appointed as joint company secretary. Ms Muir holds a Bachelor of Commerce Honours degree and has been a chartered accountant for over 15 years.

Mr Wates resigned as company secretary on 24 July 2015.

DIVIDENDS

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

PRINCIPAL ACTIVITIES

The Group delivers digital online performance-based marketing services and provides strategic management of advertising campaigns. It acts as an intermediary between its advertiser clients and its network of marketing partners, referred to as affiliates. Affiliates deploy digital advertising and marketing campaigns to promote the products and services of the Group's advertiser clients.

The marketing solutions provided by the Group are performance-based. This means that the Group only charges its advertiser clients and only pays its affiliates if a pre-agreed result is achieved (referred to as a "conversion"). Conversions are measurable goals such as subscription for a service, sale of a product, installation of software and mobile apps, registration of a customer, or some other quantifiable target.

OPERATING AND FINANCIAL REVIEW

The 2015 financial year was both challenging and rewarding for the Group.

In July 2014, Livelynk entered into agreements with Lithex Resources Limited (**Lithex**) pursuant to which:

- Lithex would acquire 100% of the issued share capital of Livelynk;
- Lithex would provide loan funding of $1,200,000 to Livelynk (**Lithex Loan**); and
- a capital raising to raise a minimum of $3,500,000 (subsequently varied to $7,000,000) would be conducted.

The Lithex Loan was made available in two tranches of $600,000 drawn down in August 2014 and October 2014. The Lithex Loan, in conjunction with loan funds advanced by Livelynk's parent entity, Zhenya Holdings Pty Ltd, (**ZH Loan**) were utilised to provide working capital to the business and enabled it to grow its revenue from approximately $55,000 for the month of July 2014 to $1,200,000 in the month of December 2014.

In January 2015, Livelynk entered into a termination deed with Lithex pursuant to which the sale to Lithex of 100% of the shares in Livelynk was terminated. In addition, Livelynk agreed to reimburse Lithex an amount of $165,000, being approximately 50% of the costs incurred by Lithex in advancing its proposed acquisition of Livelynk. Livelynk also agreed to pay a monthly facility extension fee of $5,000 from 1 April 2015 to the date of repayment of the Lithex Loan as consideration for Lithex agreeing to extend the repayment date.

Livelynk secured equity funding of $500,000 from MC Management Group Pty Ltd (**MC Management**) in January 2015, and in March 2015, MC Management agreed to provide loan funding of $1,000,000 to Livelynk in accordance with the terms of a Converting Loan Agreement (**Converting Loan**).

On 25 March 2015, Zhenya Holdings Pty Ltd and MC Management (collectively referred to as the **Livelynk Vendors**) entered into an Option Agreement with the Company giving it the option to acquire 100% of Livelynk.

The option was exercised in April 2015 and in May 2015, the Company agreed to provide a working capital loan loan to Livelynk.

The funds raised by Livelynk pursuant to its agreements with MC Management and the Company were applied towards providing working capital for the business and enabled Livelynk to expand its marketing team and continue to drive revenue growth such that a record monthly revenue of approximately $2,900,000 was achieved in the month of June 2015.

On 29 June 2015, the ZH loan was converted into equity in Livelynk, the Company acquired of 100% of the issued share capital of Livelynk, the Converting Loan was settled through the issue of shares in the Company, and a $6 million capital raising was successfully completed. All amounts owing to Lithex were repaid on 30 June 2015.

A summary of the operating results achieved by the Group is set out below:

	FY 2015	FY 2014
Revenue	11,849,518	1,137,818
Cost of services rendered	(11,585,129)	(1,889,269)
Gross profit / (loss)	264,389	(751,451)
Other income[2]	151,555	15,729
Overheads[5]	(2,215,876)	(1,524,566)
	(1,799,932)	(2,260,288)
Other expenses[3, 4]	(7,985,115)	(11,543)
Loss before income tax (as adjusted in accordance with notes 2 and 3 below)	(9,785,047)	(2,271,831)

Notes:

1. The above financial information comprises the operating results of Livelynk and its controlled entities. This financial information excludes the operating results of Tech Mpire Limited. Refer to Note 2(a)(i) to the financial statements for further information.
2. For purposes of the above analysis, other income reported in FY 2014 has been reduced by $488,250 to exclude the sale that was cancelled in FY 2015.

3. For purposes of the above analysis, other expenses reported in FY 2015 have been reduced by $488,250 to exclude the reversal of a sale that was recognised in FY 2014 but cancelled in FY 2015.

4. Other expenses in FY 2015 (as adjusted in accordance with note 3) comprises the following costs that are not expected to recur in future financial years:
   - $1,817,674 relating to the corporate transactions between Livelynk and Lithex and between Livelynk and the Company; and
   - $6,167,441 relating to the deemed reverse acquisition of the Company by Livelynk. Refer to Note 16 to the financial statements for further information.
5. The increase in overheads in FY 2015 from FY 2014 is largely due to the increase in the number of employees which has been necessary to support the growth of the business.

A summary of the Group's financial position at year end is set out below[1]:

	30 June 2015	30 June 2014
Current Assets	10,450,899	991,856
Non-Current Assets	104,947	158,899
Total Assets	10,555,846	1,150,755
Current Liabilities	3,367,528	1,535,925
Non-Current Liabilities	63,837	32,286
Total Liabilities	3,431,365	1,568,211
Net Assets / (Liabilities)	7,124,481	(417,456)

Notes:
1. The financial information at 30 June 2014 comprises Livelynk and its controlled entities and excludes Tech Mpire Limited. Refer to Note 2(a)(i) to the financial statements for further information.
2. The improvement in the net current asset and net asset positions is mainly due to the successful completion of a $6 million capital raising on 9 June 2015.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

As noted earlier in this report, the Company successfully completed the Acquisition Transaction on 29 June 2015. The Acquisition Transaction has resulted in a change in the nature of the Company's activities from a mineral exploration company to a digital marketing company.

The Company intends to dispose of its mining tenement interests during the first half of the 2016 financial year.

Other than set out above, there were no significant changes in the Group's state of affairs during the course of the current financial year.

SIGNIFICANT EVENTS AFTER BALANCE DATE

On 7 July 2015, the Company was re-admitted to quotation on the Australian Securities Exchange under the code TMP.

Other than set out above, no event has arisen since 30 June 2015 that would be likely to materially affect the operations of the Group, or its state of affairs which has not otherwise been disclosed in this financial report.

LIKELY DEVELOPMENTS AND EXPECTED FUTURE RESULTS

The funds raised from the recently completed capital raising will be used by the Group towards the strategy of growing the business by focusing on three key areas: increasing the spend from existing advertiser clients, recruiting additional advertiser clients and affiliates, and actively seeking ways to increase gross margins.

The longer-term objective of the Group is to further develop and commercialise its proprietary software, nxus®, and deliver it as a Software-as-a-Service (**SaaS**) product to third parties. If successful, this will form a significant part of the growth potential of the business. The commercialisation process will require additional investment in operational support staff, customer support staff, and sales and marketing staff.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group is not subject to any particular or specific environmental regulation in any of the jurisdictions in which it operates and therefore is not required to present further details in relation to environmental regulation.

SHARE OPTIONS

Unissued shares

As at 30 June 2015 and the date of this report, there were 14,000,000 unissued ordinary shares under options.

Expiry Date	Exercise Price	Number on issue
31 December 2016	$0.20	7,000,000
29 June 2018	$0.50	7,000,000
		14,000,000

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate.

Shares issued as a result of the exercise of options

During the financial year, nil options have been exercised to acquire ordinary shares.

PERFORMANCE RIGHTS

Unissued shares

As at 30 June 2015 and the date of this report, there were 12,500,000 unissued ordinary shares under performance rights. Refer to the remuneration report for further details of the performance rights outstanding.

Holders of performance rights do not have any right, by virtue of the performance right, to participate in any share issue of the Company or any related body corporate.

Shares issued as a result of the exercise of performance rights

During the financial year, nil performance rights have been exercised to acquire ordinary shares.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company has agreed to indemnify all the directors of the Company for any liabilities to another person (other than the Company or related body corporate) that may arise from their position as directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith.

During the financial year the Company paid a premium in respect of a contract insuring the directors and officers of the Company against any liability incurred in the course of their duties to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

INDEMNIFICATION OF AUDITORS

To the extent permitted by law, the Group has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

DIRECTORS' MEETINGS

The number of meetings of directors held by the Company during the year and the number of meetings attended by each director were as follows:

	Directors' meetings
Number of meetings held	9
Number of meetings attended:	
D. Wates	8
J. Rubino	9
P. Alexander	8
L. Taylor	-
Z. Tsvetnenko	-

All directors were eligible to attend all meetings held, except for L. Taylor and Z. Tsvetnenko who were not eligible to attend any of the meetings.

Committee Membership

Due to the Company's relatively small size and board structure, separate Remuneration and Audit Committees have not been constituted. The full board of directors assumes responsibility for any such matters as outlined in the Company's corporate governance plan.

NON-AUDIT SERVICES

The following non-audit services were provided by the Group's auditor, Ernst & Young Australia, during the year and Ernst & Young Australia received or is due to receive the following amounts for the provision of such services:

	$
Tax advice services	33,259
Non-statutory audits	12,360
	45,619

The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence imposed by the *Corporations Act 2001*. The nature and scope of each type of non-audit service provided means the auditor independence was not compromised.

AUDITOR INDEPENDENCE

Section 307C of the *Corporations Act 2001* requires the Company's auditors, Ernst & Young Australia, to provide the directors of the Company with an Independence Declaration in relation to the audit of the Financial Report. The directors received the Independence Declaration set out on page 28 for the year ended 30 June 2015.

REMUNERATION REPORT (AUDITED)

This remuneration report for the year ended 30 June 2015 outlines the remuneration arrangements of the Group in accordance with the requirements of the *Corporations Act 2001 (Cth), as amended* (the Act) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report is presented under the following sections:

1. Introduction
2. Remuneration governance
3. Remuneration outcomes
4. Executive contracts
5. Additional disclosures relating to performance rights, options and shares
6. Other transactions and balances with key management personnel and their related parties

1. Introduction

The remuneration report details the remuneration arrangements for key management personnel (**KMP**) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent entity.

The table below outlines the KMP of the Group during the financial year ended 30 June 2015. Unless otherwise indicated, the individuals were KMP for the entire financial year.

For the purposes of this report, the term "executive" indicates the executive directors and senior executives of the Group.

(i) Non-Executive Directors (NEDs)	
D. Wates	Non-Executive Chairman
Z. Tsvetnenko (appointed* on 29 June 2015)	Non-Executive Director
J. Rubino (resigned* on 29 June 2015)	Non-Executive Director
P. Alexander (resigned* on 29 June 2015)	Non-Executive Director
(ii) Executive Directors	
L. Taylor (appointed* on 29 June 2015)	Managing Director (MD)
(iii) Senior Executives	
J. Botnick	Chief Marketing Officer
F. Muir (appointed* on 29 June 2015)	Chief Financial Officer and Company Secretary

* date on which this individual was appointed to/resigned from the relevant role of the legal parent entity, being Tech Mpire Limited.

2. Remuneration governance

2(a) Remuneration Philosophy

The performance of the Group depends upon the quality of the directors and executives. The philosophy of the Group in determining remuneration levels is to:

- set competitive remuneration packages to attract and retain high calibre employees;
- link rewards to shareholder value creation; and
- establish appropriate, demanding performance hurdles for variable executive remuneration.

2(b) Remuneration Committee

The current size of the Group and structure of the board of directors does not warrant a separate remuneration committee. The board of directors as a whole (**Board**) is currently responsible for determining and reviewing compensation arrangements for directors and executives. Directors are excluded from discussions and voting on their own remuneration arrangements.

The Board assesses the appropriateness of the nature and amount of remuneration of directors and executives on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team.

2(c) Remuneration Structure: Non-Executive Director Remuneration

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

The Board seeks to set aggregate remuneration of non-executive directors at a level that provides the Group with the ability to attract and retain high calibre directors, whilst incurring a cost that is acceptable to shareholders.

The ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The aggregate remuneration set pursuant to Tech Mpire Limited's constitution is $250,000 per year, which may be varied by shareholders in general meeting.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board does not currently seek external remuneration advice.

Each director receives a fee for being a director of the Company.

2(d) Remuneration Structure: Executive Director and Senior Executive Remuneration

(i) Objective

The Group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities so as to:

- Reward executives;
- Align the interests of executives with those of shareholders;
- Link reward with strategic goals and performance of the Group; and
- Ensure total remuneration is competitive by market standards.

(ii) Principles of Compensation

Compensation levels for employees of the Group are competitively set to attract and retain appropriately qualified and experienced senior executives. As required, the Board obtains independent advice on the appropriateness of remuneration packages given trends in comparative companies and the Group's objectives.

(iii) Structure

Remuneration consists of the following key elements:

- Fixed Remuneration (base salary, superannuation and non-monetary benefits);
- Variable Remuneration
- Short-term incentives
- Long-term incentives

The Board establishes the proportion of fixed and variable remuneration for each executive.

Fixed Remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market. The Board reviews fixed remuneration annually by reviewing the overall performance of the individual and of the Group.

Executives may be given the flexibility to receive their remuneration in a variety of forms including cash and fringe benefits. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Group.

Variable Remuneration – short-term incentive

The objective of short term incentives is to link the achievement of the Group's operational targets with the remuneration received by the executives charged with meeting those targets.

From time to time cash bonuses (short-term incentives) are paid where an executive has met a short term objective of the Group. Such bonuses are paid when specific criteria are met which are set by the Board or when an executive has made contributions that are significant and beyond the normal expectations of their role.

Variable Remuneration – long-term incentive

Long-term incentives are delivered in the form of options and performance rights.

Options

The strike price of options is determined so as to ensure that the options only have value if there is an increase in shareholder wealth over time. For each option granted, specific hurdles are provided which must be met before the options are vested.
There were no options issued during the current year (2014: Nil).

Performance Rights

Performance rights are issued in accordance with the terms and conditions of the Tech Mpire Performance Rights Plan (**Plan**) that has been approved by the Company's shareholders.

Pursuant to the listing rules of the Australian Securities Exchange (**Listing Rules**), the Company's shareholders are required to re-approve the Plan and all unallocated performance rights issuable under it every three years.

The key features of the Plan are as follows:

- The Board will determine the number of performance rights to be granted to eligible employees and the vesting conditions and expiry date of the performance rights in its sole discretion.
- The vesting conditions may include one or more of (i) service to the Group of a minimum period of time (ii) achievement of specific performance conditions by the eligible employee and/or by the Group or (iii) such other performance conditions as the Board may determine. The Board determines whether vesting conditions have been met.
- The vesting conditions will have a milestone date as determined by the Board in its absolute discretion and the Board shall have discretion to extend a milestone date.
- If a vesting condition is not achieved by the earlier of the milestone date or the expiry date then the performance right will lapse. An unvested performance right will also lapse if the participant ceases to be an eligible employee for the purposes of the Plan by reason of resignation, termination for poor performance or termination for cause (unless the Board determines otherwise).
- Performance rights will not be listed for quotation. However, the Company will make application to the Australian Securities Exchange for official quotation of all shares issued on vesting of the performance rights within the period required by the Listing Rules.
- The performance rights are not transferable unless the Board determines otherwise or the transfer is required by law and the transfer complies with the Corporations Act.
- Where there is an event that the Board considers may result in a change of control of the Company (**Change of Control Event**), the Board may in its discretion determine that all or a specified number of the participant's performance rights vest or cease to be subject to restrictions (as applicable) although the Board may specify in an offer to a participant that a different treatment will apply if a Change of Control Event occurs.

  Unless the Board determines otherwise, if a Change of Control Event occurs, any restrictions on dealing imposed on vested Performance Rights will cease to have effect.

2(e) Remuneration Report Approval at 2014 Annual General Meeting

The remuneration report of Tech Mpire Limited (formerly Fortunis Resources Limited) for the year ended 30 June 2014 received positive shareholder support at the 2014 AGM with a vote of 97% in favour.

3. Remuneration outcomes

As noted earlier in this report, although the consolidated financial statements have been prepared in the name of Tech Mpire Limited (formerly Fortunis Resources Limited), they represent a continuation of the financial statements of Livelynk Group Pty Ltd because Livelynk Group Pty Ltd has been deemed the parent entity for accounting purposes.

Remuneration disclosures have been made for both the legal parent entity, Tech Mpire Limited, and the accounting parent entity, Livelynk Group Pty Ltd.

Remuneration outcomes (continued)

Remuneration of Key Management Personnel of Tech Mpire Limited

		Short-term benefits			Post-employment	Long-term benefits	Share-based payments			
		Salary & fees $	Cash bonus $	Non-monetary benefits $	Super $	Long service leave $	Share options $	Shares $	Total $	Performance related %
Non-Executive Directors										
J. Rubino[1]	**2015**	**10,046**	**-**	**-**	**954**	**-**	**-**	**-**	**11,000**	**-**
	2014	10,069	-	-	931	-	-	-	11,000	-
P. Alexander[1]	**2015**	**20,091**	**-**	**-**	**1,909**	**-**	**-**	**-**	**22,000**	**-**
	2014	20,137	-	-	1,863	-	-	-	22,000	-
D. Wates	**2015**	**30,137**	**-**	**-**	**2,863**	**-**	**-**	**-**	**33,000**	**-**
	2014	30,206	-	-	2,794	-	-	-	33,000	-
Z. Tsvetnenko[2]	**2015**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	2014	-	-	-	-	-	-	-	-	-
Executive Directors										
L. Taylor[2]	**2015**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	2014	-	-	-	-	-	-	-	-	-
Total Directors	**2015**	**60,274**	**-**	**-**	**5,726**	**-**	**-**	**-**	**66,000**	**-**
	2014	60,412	-	-	5,588				66,000	-
Senior Executives										
J. Botnick[3]	**2015**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	2014	-	-	-	-	-	-	-	-	-
F. Muir[3]	**2015**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	2014	-	-	-	-	-	-	-	-	-
Total Senior Executives	**2015**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	2014	-	-	-	-	-	-	-	-	-
Total	**2015**	**60,274**	**-**	**-**	**5,726**	**-**	**-**	**-**	**66,000**	**-**
	2014	60,412	-	-	5,588	-	-	-	66,000	-

[1] Resigned as director of Tech Mpire Limited on 29 June 2015
[2] Appointed as director of Tech Mpire Limited on 29 June 2015
[3] Appointed as senior executive of Tech Mpire Limited on 29 June 2015

Remuneration outcomes (continued)

Remuneration of Key Management Personnel of Livelynk Group Pty Ltd

		Short-term benefits			Post-employment	Long-term benefits	Share-based payments			
		Salary & fees	Cash bonus	Non-monetary benefits	Superannuation	Long service leave	Share options	Shares	Total	Performance related
		$	$	$	$	$	$	$	$	%
Executive Directors										
Z. Tsvetnenko	**2015**	**150,000**	**-**	**-**	**14,250**	**-**	**-**	**-**	**164,250**	**-**
	2014	150,000	-	-	13,875	-	-	-	163,875	-
L. Taylor	**2015**	**219,452**	**6,104**	**-**	**21,580**	**31,501**	**-**	**-**	**278,637**	**2**
	2014	142,298	27,402	-	15,697	-	-	-	185,397	15
Total Directors	**2015**	**369,452**	**6,104**	**-**	**35,830**	**31,501**	**-**	**-**	**442,887**	**1**
	2014	292,298	27,402	-	29,572	-	-	-	349,272	8
Senior Executives										
J. Botnick[1]	**2015**	**313,707**	**126,961**	**-**	**-**	**-**	**-**	**-**	**440,668**	**29**
	2014	91,406	-	-	-	-	-	-	91,406	-
F. Muir[2]	**2015**	**183,066**	**-**	**-**	**23,891**	**2,047**	**-**	**-**	**209,004**	**-**
	2014	61,961	-	-	5,731	-	-	-	67,692	-
Total Senior Executives	**2015**	**496,773**	**126,961**	**-**	**23,891**	**2,047**	**-**	**-**	**649,672**	**20**
	2014	153,367	-	-	5,731	-	-	-	159,098	-
Total	**2015**	**866,225**	**133,065**	**-**	**59,721**	**33,548**	**-**	**-**	**1,092,559**	**12**
	2014	445,665	27,402	-	35,303	-	-	-	508,370	5

[1] Commenced employment on 28 February 2014
[2] Commenced employment on 24 February 2014

4. Executive contracts

Remuneration arrangements for executives are formalised in the employment agreements. The following outlines the details of the contracts with executives:

Name: Luke Taylor
Title: Managing Director
Agreement commenced: Initial agreement commenced on 10 December 2007. This agreement was cancelled and replaced by an Executive Services Agreement on 29 June 2015.
Term of agreement: 3 years
Details:

- Annual base salary of $200,000 per annum plus statutory superannuation.
- The agreement may be terminated:
  - by either party without cause with six months' notice, or in the case of the Company, immediately with payment in lieu of notice;
  - by the Company on one months' notice, if Mr Taylor is unable to perform his duties due to illness, accident or incapacitation, for three consecutive months or a period aggregating more than three months in any 12 month period; or
  - promptly following material breach or in the case of misconduct.
- Other industry standard provisions for a senior executive of a public listed company.

Name: Jeffrey Botnick
Title: Chief Marketing Officer
Agreement commenced: 28 February 2014
Term of agreement: No fixed term
Details:

- Mr Botnick receives an annual salary of USD$265,000 (inclusive of social security payment and taxes), together with benefits and insurance and commission of 7.5% of gross profit of the Company's Canadian subsidiary, Mpire Network.
- The agreement may be terminated:
  - by Mr Botnick with three months' notice;
  - by the Company without cause with seven days' notice and payment of six months' salary; or
  - by the Company immediately for cause.
- Mr Botnick is based in Toronto, Canada, but may be required to spend up to 15% of his time travelling and working overseas.

Name: Fiona Muir
Title: Chief Financial Officer and Company Secretary
Agreement commenced: 24 February 2014
Term of agreement: No fixed term
Details:

- Annual base salary of $183,000 per annum plus statutory superannuation.
- The agreement may be terminated:
  - by Ms Muir with three months' notice;
  - by the Company with three months' notice or payment in lieu of notice;
  - by the Company immediately for cause.

The key management personnel receive a superannuation guarantee contribution required by the government, which increased from 9.25% to 9.5% from 1 July 2014, and do not receive any other retirement benefits.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

5. Additional disclosures relating to performance rights, options and shares

Performance Rights

The table below discloses the number of performance rights granted and vested during the year. No performance rights lapsed during the year. No performance rights were issued during the prior year.

		Class A Performance Rights				Class B Performance Rights			
		Number issued during the year	Grant date	Fair value per performance right at grant date (cents)	Number vested during the year	Number issued during the year	Grant date	Fair value per performance right at grant date (cents)	Number vested during the year
Z. Tsvetnenko	2015	2,400,000	29/06/2015	30.59	-	3,600,000	29/06/2015	17.00	-
L. Taylor	2015	1,300,000	29/06/2015	30.59	-	1,950,000	29/06/2015	17.00	-
J. Botnick	2015	1,300,000	29/06/2015	30.59	-	1,950,000	29/06/2015	17.00	-
		5,000,000			-	7,500,000			-

Performance rights do not carry any voting or dividend rights and can only be exercised once the vesting conditions have been met, until their expiry date.

The performance rights were granted in two tranches with the following vesting conditions and expiry dates:

Tranche	Vesting Condition	Expiry date
Class A Performance Rights	Upon the Group achieving $25,000,000 of cumulative gross revenue within 18 months from 29 June 2015.	29 December 2016
Class B Performance Rights	Upon the Group achieving cumulative net profit before tax of $1,500,000 within 24 months from 29 June 2015.	29 June 2017

Options

The table below discloses the options held directly, indirectly and beneficially by key management personnel.

No options lapsed during the year.

	Balance at 1 July 2014	Granted as remuneration	Exercised	Net change other	Balance at 30 June 2015	Exercisable	Not exercisable
Non-Executive Directors							
D. Wates[1]	1,000,000	-	-	-	1,000,000	1,000,000	-
Z. Tsvetnenko	-	-	-	-	-	-	-
Executive Directors							
L. Taylor	-	-	-	-	-	-	-
Senior Executives							
J. Botnick	-	-	-	-	-	-	-
F. Muir	-	-	-	-	-	-	-
Total	**1,000,000**	**-**	**-**	**-**	**1,000,000**	**1,000,000**	**-**

Notes

1 The options held by Mr Wates were originally granted on 1 October 2012. They were revalued as part of the reverse acquisition transaction that occurred during the year (refer to Note 16 of the Financial Statements for further details) using the following key inputs:
- Fair value at 29 June 2015: $0.19
- Grant date: 1 October 2012
- Vesting date: 1 October 2012
- Exercise price: $0.20
- Expiry date: 31 December 2016

2 Upon their resignation as directors of the Company on 29 June 2015, Mr Rubino and Mr Alexander each held 1,100,000 unlisted options. These options vested on grant date, being 1 October 2012, and have an exercise price of $0.20 and an expiry date of 31 December 2016.

Shares

The table below discloses the shares held directly, indirectly and beneficially by key management personnel.

	Balance at 1 July 2014	Granted as remuneration	On exercise of options	Net change other	Balance at 30 June 2015	Held at 30 June 2015
Non-Executive Directors						
D. Wates	500,001	-	-	-	500,001	500,001
Z. Tsvetnenko[1]	-	-	-	7,500,000	7,500,000	7,500,000
Executive Directors						
L. Taylor	-	-	-	-	-	-
Senior Executives						
J. Botnick	-	-	-	-	-	-
F. Muir	-	-	-	-	-	-
Total	**500,001**	**-**	**-**	**7,500,000**	**8,000,001**	**8,000,001**

Notes

1 Shares issued by the Company as consideration for the shares held by Zhenya Holdings Pty Ltd, an entity controlled by Mr Tsvetnenko, in Livelynk Group Pty Ltd (refer to Note 16 of the Financial Statements for further details).

2 Upon their resignation as directors of the Company on 29 June 2015, Mr Rubino and Mr Alexander held 1,200,000 and 1,360,000 shares respectively.

6. Other transactions and balances with key management personnel and their related parties

The Company entered into a consultancy agreement with Mr Wates for the provision of management services to the Company in connection with the Company's acquisition of Livelynk Group Pty Ltd. Under this agreement, Mr Wates was entitled to fees of $15,000 per month (exclusive of GST) for February and March 2015 and from April 2015 was entitled to fees of $25,000 per month (exclusive of GST). The consultancy arrangement with Mr Wates came to an end in July 2015.

Capri Corporate, a consultancy service provider associated with Mr Wates' spouse, was engaged by the Company to provide financial management services to the Company and was paid a fee of $1,667 per month (exclusive of GST). Capri Corporate was also engaged to provide additional assistance in relation to the Company's acquisition of Livelynk Group Pty Ltd at commercial hourly rates. The engagement of Capri Corporate came to an end in July 2015.

Prior to the completion of the reverse acquisition transaction on 29 June 2015, Livelynk Group Pty Ltd was controlled by Zhenya Holdings Pty Ltd. As set out in Note 13 of the Financial Statements, a loan had been provided to Livelynk Group Pty Ltd by Zhenya Holdings Pty Ltd, a company controlled by Mr Zhenya Tsvetnenko, a director of the Company. The loan was interest free and there were no fixed terms of repayment. During the current year, loan amounts of $1,470,381 were received and loan repayments of $914,074 were made. On 29 June 2015, the loan balance of $849,565 was converted into equity in Livelynk Group Pty Ltd.

Signed in accordance with a resolution of the directors:

Luke Taylor
Managing Director

Perth, Western Australia
Dated this 23rd day of September 2015

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Refer to the Board Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Refer to the Procedures for Selection and Appointment of Directors on the Company's website: www.techmpire.com/about-us/corporate-governance/	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Refer to section 4 of the Remuneration Report included in the Directors' Report for the year ended 30 June 2015.	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Refer to the Board Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/	
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and		The Company has not formally established or reported measureable objectives for achieving gender diversity given the given its current stage of operations and number of employees. However, the Company established a Diversity Policy which outlines the Company's objectives in the provision of equal opportunities in respect of employment and employment conditions. The Diversity Policy is available on the Company's website: www.techmpire.com/about-us/corporate-governance/ The Company will periodically review the requirement to set measurable objectives for achieving gender diversity as the Company's operations and employee

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
	women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.		numbers grow.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Refer to the Performance and Evaluation Practices on the Company's website: www.techmpire.com/about-us/corporate-governance/	
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Refer to the Performance and Evaluation Practices on the Company's website: www.techmpire.com/about-us/corporate-governance/ Performance evaluation was not undertaken during the current period given that the corporate transaction which resulted in a change in the Company's business activities and structure of its board and management team only completed on 29 June 2015.	

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	The Company has not yet established a formal nomination committee. The Board, as a whole, serves as the nomination committee. Refer to the Nomination Committee Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/ This discloses the specific responsibilities of the committee and outlines the processes and considerations to follow when considering the size and composition of the Board. Where necessary, the Board will seek advice of external advisers in connection with the suitability of applicants for Board membership. Given the current size of the Board, no efficiencies or other benefits would be gained by establishing a separate nomination committee. The Board intends to reconsider the requirement for, and benefits of, a separate nomination committee as the Company's operations grow and the size of the Board increases.	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Details of the qualifications, skills and experience of the directors are outlined in the Directors' Report for the year ended 30 June 2015.	

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	The current board contains one independent director, Mr Darren Wates. Mr Wates has served on the board since the Company's inception in March 2012 Mr John Rubino and Mr Peter Alexander, who served on the board from March 2012 to 29 June 2015, do not pass the criteria for independence outlined in the Recommendations because they are substantial shareholders. Mr Luke Taylor and Mr Zhenya Tsvetnenko, who were appointed to the board on 29 June 2015,do not pass the criteria for independence outlined in the Recommendations because Mr Taylor is the Managing Director of the Company and Mr Tsvetnenko is a substantial shareholder.	
2.4	A majority of the board of a listed entity should be independent directors.		The majority of the board does not comprise independent directors. However, the board has been structured such that its composition and size will enable it to effectively discharge its responsibilities and duties. Each Director has the relevant experience and specific expertise relevant to the Company's business activities and level of operations. The board considers that its structure is appropriate in the context of the Company's business activities. Furthermore, the board considers that in the current phase of the Company's operations, Shareholders are better served by directors who have a vested interest in the Company. The board intends to reconsider its composition as the Company's operations evolve, and it may appoint additional independent directors if deemed appropriate.

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Mr John Rubino chaired the board until his resignation on 29 June 2015. Although Mr Rubino does not pass the criteria for independence outlined in the Recommendations, he did not serve as the CEO of the Company. Mr Darren Wates, an independent director, has chaired the board since 29 June 2015.	
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	When appointed to the Board, a new director receives an induction appropriate to their experience. Directors are encouraged to undertaken on-going professional development to ensure they maintain the appropriate skills to effectively discharge their duties.	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Refer to the Code of Conduct on the Company's website: www.techmpire.com/about-us/corporate-governance/	
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have an audit committee, disclose that fact and the processes it employs that	The Company does not yet have a separate audit committee. This role is undertaken by the full board. Given the size of the board, time will be set aside in board meetings to address matters that would normally fall to the audit committee. The full board will undertake the role of the audit committee in accordance with the Audit Committee Charter which is on the Company's website: www.techmpire.com/about-us/corporate-governance/	

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
	independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Refer to the Risk Management and Internal Compliance and Control Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	The Company's auditor will attend its Annual General Meetings.	
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Refer to the Continuous Disclosure Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	The Company's governance policies are available on the Company's website: www.techmpire.com/about-us/corporate-governance/	

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Refer to the Shareholders Communication Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Refer to the Shareholders Communication Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Refer to the Shareholders Communication Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	The board currently does not have a separate risk committee. This role is undertaken by the full Board in accordance with the Risk Management and Internal Compliance and Controls Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Refer to the Risk Management and Internal Compliance and Controls Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; **<u>OR</u>** (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	The Company does not have a separate internal audit function. The board and management apply the internal compliance and control processes outlined in the Risk Management and Internal Compliance and Control Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Refer to the Directors Report for the year ended 30 June 2015.	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of	The board currently does not have a separate remuneration committee. This role is undertaken by the full Board in accordance with its Remuneration Committee Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/	

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
	remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Refer to the Remuneration Report set out in the Directors Report for the year ended 30 June 2015.	
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Refer to the Securities Trading Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	

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Auditor's independence declaration to the Directors of Tech Mpire Limited

In relation to our audit of the financial report of Tech Mpire Limited for the financial year ended 30 June 2015, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

Ernst & Young

G Lotter
Partner
23 September 2015

TECH MPIRE LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2015

	Note	2015 $	2014 $
Continuing Operations			
REVENUE	**4**	**11,849,518**	1,137,818
Cost of services rendered		**(11,585,129)**	(1,889,269)
GROSS PROFIT/(LOSS)		**264,389**	(751,451)
Other income	**5(a)**	**151,555**	503,979
OVERHEADS			
Administration costs	**5(b)**	**(432,386)**	(299,917)
Compliance costs	**5(c)**	**(108,331)**	(103,538)
Consultancy costs		**(15,531)**	(42,645)
Employment costs	**5(d)**	**(1,411,610)**	(967,146)
Occupancy costs		**(42,247)**	(34,447)
Finance costs	**5(e)**	**(154,103)**	(5)
Foreign exchange differences		**(25,671)**	(47,597)
Depreciation		**(25,997)**	(29,271)
		(2,215,876)	(1,524,566)
OTHER EXPENSES			
Corporate transaction costs	**5(f)**	**(1,817,674)**	(11,543)
Excess consideration on reverse acquisition	**16**	**(6,167,441)**	-
Reversal of prior period sale	**5(g)**	**(488,250)**	-
		(8,473,365)	(11,543)
Loss before income tax		**(10,273,297)**	(1,783,581)
Income tax (expense)/benefit		**(58,195)**	29,314
Loss for the year attributable to the members of Tech Mpire Limited		**(10,331,492)**	(1,754,267)
Other comprehensive income net of tax			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		**140,085**	3,593
Total comprehensive expenditure for the year attributable to the members of Tech Mpire Limited		**(10,191,407)**	(1,750,674)
Loss per share attributable to members of Tech Mpire Limited			
Basic loss per share (cents)	**24**	(1.19)	(0.24)
Diluted loss per share (cents)	**24**	(1.19)	(0.24)

TECH MPIRE LTD

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2015

	Note	2015 $	2014 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	7	**6,234,159**	48,052
Restricted cash	8	**37,500**	-
Trade and other receivables	9	**4,179,240**	943,804
TOTAL CURRENT ASSETS		**10,450,899**	991,856
NON-CURRENT ASSETS			
Deferred tax assets	6	**-**	57,491
Plant and equipment	10	**104,947**	101,408
TOTAL NON-CURRENT ASSETS		**104,947**	158,899
TOTAL ASSETS		**10,555,846**	1,150,755
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	11	**1,813,859**	187,663
Provisions	12	**900,719**	1,055,004
Interest-bearing loans and borrowings	13	**652,950**	293,258
TOTAL CURRENT LIABILITIES		**3,367,528**	1,535,925
NON-CURRENT LIABILITIES			
Provisions	12	**63,837**	32,286
TOTAL NON-CURRENT LIABILITIES		**63,837**	32,286
TOTAL LIABILITIES		**3,431,365**	1,568,211
NET ASSETS / (LIABILITIES)		**7,124,481**	(417,456)
EQUITY			
Contributed equity	14	**15,390,390**	100
Share based payment reserve	15	**2,343,054**	-
Foreign currency translation reserve	15	**143,678**	3,593
Accumulated losses	18	**(10,752,641)**	(421,149)
TOTAL EQUITY / (DEFICIT)		**7,124,481**	(417,456)

TECH MPIRE LTD

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2015

	Note	2015	2014
		$	$
Cash flows from operating activities			
Receipts from customers		**7,738,563**	3,550,518
Payments to suppliers and employees		**(13,425,375)**	(3,916,888)
Other income received		**167,582**	496,966
Interest paid		**(90,737)**	(5)
Income tax paid		**(294,290)**	(158,168)
Net cash flows used in operating activities	**7**	**(5,904,257)**	(27,577)
Cash flows from investing activities			
Proceeds from sale of plant and equipment		**10,782**	-
Purchase of plant and equipment		**(40,318)**	(38,671)
Deposits paid for leased premises		**(7,120)**	-
Cash acquired on completion of reverse acquisition	**16**	**1,314,799**	-
Net cash flows generated/(used) by investing activities		**1,278,143**	(38,671)
Cash flows from financing activities			
Proceeds from issue of shares		**6,500,000**	-
Share issue costs paid		**(101,911)**	-
Dividends paid		**-**	(1,200,000)
Loan funds received		**5,070,381**	1,274,551
Loan funds repaid		**(2,114,074)**	-
Loan funds advanced		**(215,040)**	-
Loan repayments received		**227,425**	-
Advances received under debtor financing facility		**1,305,355**	-
Net cash flows provided by financing activities		**10,672,136**	74,551
Net increase in cash and cash equivalents		**6,046,022**	8,303
Cash and cash equivalents at the beginning of the year		**48,052**	47,120
Effects of exchange rate changes on cash and cash equivalents		**140,085**	(7,371)
Cash and cash equivalents at the end of the year	**7**	**6,234,159**	48,052

TECH MPIRE LTD

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2015

	Contributed equity	Retained earnings/ (accumulated losses)	Share based payments reserve	Foreign currency translation reserve	Total equity
	$	$	$	$	$
Balance at 1 July 2014	**100**	**(421,149)**	**-**	**3,593**	**(417,456)**
Loss for the year	**-**	**(10,331,492)**	**-**	**-**	**(10,331,492)**
Other comprehensive income					
Foreign exchange differences arising on translation of foreign operations	**-**	**-**	**-**	**140,085**	**140,085**
Total comprehensive income/(expenditure) for the year	**-**	**(10,331,492)**	**-**	**140,085**	**(10,191,407)**
Transactions with equity holders in their capacity as owners					
Shares issued under a subscription agreement	**500,000**	**-**	**-**	**-**	**500,000**
Shares issued under a prospectus	**6,000,000**	**-**	**-**	**-**	**6,000,000**
Share issue costs recognised directly in equity	**(488,215)**	**-**	**-**	**-**	**(488,215)**
Shares issued on conversion of loan	**849,565**	**-**	**-**	**-**	**849,565**
Shares issued on settlement of loan	**1,000,000**	**-**	**-**	**-**	**1,000,000**
Shares issued as consultancy fee	**375,000**	**-**	**-**	**-**	**375,000**
Options issued as consultancy fee	**-**	**-**	**73,444**	**-**	**73,444**
Options issued as working capital facility fee	**-**	**-**	**954,764**	**-**	**954,764**
Fair value of shares and options transferred under reverse acquisition accounting	**7,153,940**	**-**	**1,314,846**	**-**	**8,468,786**
	15,390,290	**-**	**2,343,054**	**-**	**17,733,344**
Balance at 30 June 2015	**15,390,390**	**(10,752,641)**	**2,343,054**	**143,678**	**7,124,481**
Balance at 1 July 2013	100	1,333,118	-	-	1,333,218
Loss for the year	-	(1,754,267)	-	-	(1,754,267)
Other comprehensive income					
Foreign exchange differences arising on translation of foreign operations	-	-	-	3,593	3,593
Total comprehensive income/(expenditure) for the year	-	(1,754,267)	-	3,593	(1,750,674)
Transactions with equity holders in their capacity as owners	-	-	-	-	-
Balance at 30 June 2014	100	(421,149)	-	3,593	(417,456)

1. CORPORATE INFORMATION

The consolidated financial report of Tech Mpire Limited (**Tech Mpire** or **Company**) and its controlled entities (collectively referred to as the **Group**) for the year ended 30 June 2015 was authorised for issue in accordance with a resolution of the directors on 23 December 2015.

Tech Mpire is a for-profit company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange. The Group's registered office is in Bentley, Western Australia.

The nature of the operations and principal activities of the Group are described in the Directors' Report. Information on the Group's structure and related party relationships is provided in Note 21.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a summary of the significant accounting policies adopted in the preparation of this financial report. These polices have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001,* Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board.

The financial report has also been prepared on a historical cost basis. Cost is based on the fair values of the consideration given in exchange for assets acquired.

The financial report is presented in Australian dollars.

i. Reverse acquisition

On 29 June 2015, the Company, formerly named Fortunis Resources Limited, completed its acquisition of 100% of Livelynk Group Pty Ltd (**Livelynk**) and changed its name to Tech Mpire Limited. The acquisition of Livelynk resulted in the shareholders of Livelynk obtaining control of the merged entity. In addition, the board of directors of the merged entity was restructured such that two of the Company's three directors stepped down and were replaced by Livelynk's nominees. A nominee of Livelynk serves as the Managing Director and the Livelynk management team has assumed responsibility for the management of the merged entity. Consequently, the acquisition has been accounted for with reference to the guidance for reverse acquisitions set out in AASB 3 "Business Combinations".

The application of the reverse acquisition guidance contained in AASB 3 has resulted in the Company (the legal parent) being accounted for as the subsidiary and Livelynk (the legal subsidiary) being accounted for as the parent entity.

At the time the Company's acquisition of Livelynk completed, its operations did not fall within the scope of a "business" under AASB 3. Consequently, the acquisition did not meet the definition of a "business combination" under AASB 3, and the principles of AASB 3 could not be applied in their entirety.

Instead, the acquisition has been accounted for as a share-based payment transaction using the principles set out in AASB 2 "Share-based Payment" whereby Livelynk is deemed to have issued shares in exchange for the net assets and listing status of Tech Mpire. In accordance with AASB 2, the difference between the fair value of the deemed consideration paid by Livelynk and the fair value of the identifiable net assets of Tech Mpire, is required to be recognised as an expense. Consequently, an expense of $6,167,441 has been recognised as set out in Note 16.

Given Livelynk is considered to be the parent of the Group for accounting purposes, the consolidated financial statements represent a continuation of the financial statements of Livelynk, with the exception of the capital structure. The results for the year ended 30 June 2015 comprise the results of Livelynk for the full year and the results of Tech Mpire subsequent to the completion of the acquisition.

The comparative information provided is that of Livelynk.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of Preparation (continued)

ii. Statement of Compliance

The consolidated financial statements of Tech Mpire Ltd comply with the International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**).

iii. Changes in accounting policies, disclosures, standards and interpretations

Changes in accounting policies, new and amended standards and interpretations

The Group applied, for the first time, certain standards and amendments which are effective for the annual periods beginning on or after 1 July 2014. The nature and the impact of each new standard and/or amendment are described in the table below:

Reference	Title and summary	Application date of standard	Application date for the Group	Impact on the Group's Financial Statements
AASB 2012-3	*Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities* AASB 2012-3 adds application guidance to AASB 132 *Financial Instruments: Presentation* to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.	1 January 2014	1 July 2014	No impact – the Group does not offset financial assets and liabilities.
Interpretation 21	*Levies* This Interpretation confirms that a liability to pay a levy is only recognised when the activity that triggers the payment occurs. Applying the going concern assumption does not create a constructive obligation.	1 January 2014	1 July 2014	No impact as the Group applied the recognition principles under AAB 137 Provision, Contingent Liabilities and Contingent Assets consistent with the requirements of AASB Interpretation 21 in prior years.
AASB 2013-3	*Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets* AASB 2013-3 amends the disclosure requirements in AASB 136 *Impairment of Assets*. The amendments include the requirement to disclose additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposal.	1 January 2014	1 July 2014	As this standard amends disclosure requirements only, there has been no impact on the amounts recognised in the financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of Preparation (continued)

iii. Changes in accounting policies, disclosures, standards and interpretations (continued)

Reference	Title and summary	Application date of standard	Application date for the Group	Impact on the Group's Financial Statements
AASB 1031	*Materiality* The revised AASB 1031 is an interim standard that cross-references to other Standards and the *Framework (*issued December 2013) that contain guidance on materiality. AASB 1031 will be withdrawn when references to AASB 1031 in all Standards and Interpretations have been removed. AASB 2014-1 Part C issued in June 2014 makes amendments to eight Australian Accounting Standards to delete their references to AASB 1031.	1 January 2014	1 July 2014	No impact.
AASB 2013-9	*Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments* The Standard contains three main parts and makes amendments to a number Standards and Interpretations. Part A of AASB 2013-9 makes consequential amendments arising from the issuance of AASB CF 2013-1. Part B makes amendments to particular Australian Accounting Standards to delete references to AASB 1031 and also makes minor editorial amendments to various other standards. Part C makes amendments to a number of Australian Accounting Standards, including incorporating Chapter 6 *Hedge Accounting* into AASB 9 *Financial Instruments*.	Part A – 1 July 2014 Part B – 1 January 2014 Part C – 1 January 2015	Part A – 1 July 2014 Part B – 1 July 2014 Part C – 1 July 2015	No impact.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of Preparation (continued)

iii. Changes in accounting policies, disclosures, standards and interpretations (continued)

Reference	Title and summary	Application date of standard	Application date for the Group	Impact on the Group's Financial Statements
AASB 2014-1 Part A - Annual Improvements 2010–2012 Cycle	AASB 2014-1 Part A: This standard sets out amendments to Australian Accounting Standards arising from the issuance by the International Accounting Standards Board (IASB) of International Financial Reporting Standards (IFRSs) *Annual Improvements to IFRSs 2010–2012 Cycle* and *Annual Improvements to IFRSs 2011–2013 Cycle.* Annual Improvements to IFRSs 2010–2012 Cycle addresses the following items: ► AASB 2 - Clarifies the definition of 'vesting conditions' and 'market condition' and introduces the definition of 'performance condition' and 'service condition'. ► AASB 3 - Clarifies the classification requirements for contingent consideration in a business combination by removing all references to AASB 137. ► AASB 8 - Requires entities to disclose factors used to identify the entity's reportable segments when operating segments have been aggregated. An entity is also required to provide a reconciliation of total reportable segments' asset to the entity's total assets. ► AASB 116 & AASB 138 - Clarifies that the determination of accumulated depreciation does not depend on the selection of the valuation technique and that it is calculated as the difference between the gross and net carrying amounts. ► AASB 124 - Defines a management entity providing KMP services as a related party of the reporting entity. The amendments added an exemption from the detailed disclosure requirements in paragraph 17 of AASB 124 for KMP services provided by a management entity. Payments made to a management entity in respect of KMP services should be separately disclosed.	1 July 2014	1 July 2014	AASB 2 improvements – no impact as this is the first year that the Group has had share based payment transactions to disclose. AASB 3 improvements – no impact, the Group has not been involved with any business combinations. AASB 8 improvements – no impact as the Group does not aggregate any of its segments. AASB 116 & AASB 138 improvements – no impact as the Group has not changed its depreciation valuation techniques. AASB 124 – no impact as the Group does not transact with any entities providing KMP services.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of Preparation (continued)

iii. Changes in accounting policies, disclosures, standards and interpretations (continued)

Accounting Standards and Interpretations issued but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective and have not been adopted by the Group for the annual reporting period ended 30 June 2015 are outlined below:

AASB 2014-4	***Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to AASB 116 and AASB 138)***
Summary:	AASB 116 and AASB 138 both establish the principle for the basis of depreciation and amortisation as being the expected pattern of consumption of the future economic benefits of an asset. The IASB has clarified that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendment also clarified that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.
Application date of standard:	1 January 2016
Application date for the Group:	1 July 2016
Impact on the Group's Financial Statements:	No impact as the Group does not use any revenue based methods for depreciation and amortisation.
AASB 9	***Financial Instruments***
Summary:	AASB 9 (December 2014) is a new Principal standard which replaces AASB 139. This new Principal version supersedes AASB 9 issued in December 2009 (as amended) and AASB 9 (issued in December 2010) and includes a model for classification and measurement, a single, forward-looking 'expected loss' impairment model and a substantially-reformed approach to hedge accounting. AASB 9 is effective for annual periods beginning on or after 1 January 2018. However, the Standard is available for early application. The own credit changes can be early applied in isolation without otherwise changing the accounting for financial instruments. The final version of AASB 9 introduces a new expected-loss impairment model that will require more timely recognition of expected credit losses. Specifically, the new Standard requires entities to account for expected credit losses from when financial instruments are first recognised and to recognise full lifetime expected losses on a more timely basis. Amendments to AASB 9 (December 2009 & 2010 editions and AASB 2013-9) issued in December 2013 included the new hedge accounting requirements, including changes to hedge effectiveness testing, treatment of hedging costs, risk components that can be hedged and disclosures. AASB 9 includes requirements for a simpler approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are described below. a. Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; (2) the characteristics of the contractual cash flows. b. Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument. c. Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of Preparation (continued)

iii. Changes in accounting policies, disclosures, standards and interpretations (continued)

Accounting Standards and Interpretations issued but not yet effective (continued)

AASB 9	***Financial Instruments (continued)***
Summary (continued):	d. Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows: ► The change attributable to changes in credit risk are presented in other comprehensive income (OCI) The remaining change is presented in profit or loss AASB 9 also removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value. This change in accounting means that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognised in profit or loss. Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7, AASB 2010-10 and AASB 2014-1 – Part E. AASB 2014-7 incorporates the consequential amendments arising from the issuance of AASB 9 in Dec 2014. AASB 2014-8 limits the application of the existing versions of AASB 9 (AASB 9 (December 2009) and AASB 9 (December 2010)) from 1 February 2015 and applies to annual reporting periods beginning on after 1 January 2015.
Application date of standard:	1 January 2018
Application date for the Group:	1 July 2018
Impact on the Group's Financial Statements:	Adoption of AASB 9 is only mandatory for the year ending 30 June 2018. The standard is not expected to impact the Group.
AASB 15	***Revenue from Contracts with Customers***
Summary:	In May 2014, the IASB issued IFRS 15 *Revenue from Contracts with Customers*, which replaces IAS 11 *Construction Contracts*, IAS 18 *Revenue* and related Interpretations (IFRIC *13 Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate,* IFRIC 18 *Transfers of Assets from Customers* and SIC-31 *Revenue—Barter Transactions Involving Advertising Services*). The core principle of IFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps: (a) Step 1: Identify the contract(s) with a customer (b) Step 2: Identify the performance obligations in the contract (c) Step 3: Determine the transaction price (d) Step 4: Allocate the transaction price to the performance obligations in the contract (e) Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation Early application of this standard is permitted. AASB 2014-5 incorporates the consequential amendments to a number Australian Accounting Standards (including Interpretations) arising from the issuance of AASB 15.
Application date of standard:	1 January 2017
Application date for the Group:	1 July 2017
Impact on the Group's Financial Statements:	Due to the recent release of this standard, the Group has not yet made a detailed assessment of the potential impact of this standard. A full assessment will be completed in time for preparation of the financial statements for the year ended 30 June 2018

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of Preparation (continued)

iii. Changes in accounting policies, disclosures, standards and interpretations (continued)

Accounting Standards and Interpretations issued but not yet effective (continued)

AASB 2015-2	***Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101***
Summary:	The Standard makes amendments to AASB 101 *Presentation of Financial Statements* arising from the IASB's Disclosure Initiative project. The amendments are designed to further encourage companies to apply professional judgment in determining what information to disclose in the financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. The amendments also clarify that companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.

AASB 2015-2	***Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101 (continued)***
Application date of standard:	1 January 2016
Application date for the Group:	1 July 2016
Impact on the Group's Financial Statements:	Disclosure impact only.

AASB 2015-1 — ***Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012–2014 Cycle***

Summary:

The subjects of the principal amendments to the Standards are set out below:

AASB 5 *Non-current Assets Held for Sale and Discontinued Operations:*

- Changes in methods of disposal – where an entity reclassifies an asset (or disposal group) directly from being held for distribution to being held for sale (or vice versa), an entity shall not follow the guidance in paragraphs 27–29 to account for this change.

AASB 7 Financial Instruments: Disclosures:

- Servicing contracts - clarifies how an entity should apply the guidance in paragraph 42C of AASB 7 to a servicing contract to decide whether a servicing contract is 'continuing involvement' for the purposes of applying the disclosure requirements in paragraphs 42E–42H of AASB 7.
- Applicability of the amendments to AASB 7 to condensed interim financial statements - clarify that the additional disclosure required by the amendments to AASB 7 *Disclosure–Offsetting Financial Assets and Financial Liabilities* is not specifically required for all interim periods. However, the additional disclosure is required to be given in condensed interim financial statements that are prepared in accordance with AASB 134 *Interim Financial Reporting* when its inclusion would be required by the requirements of AASB 134.

AASB 119 Employee Benefits:

- Discount rate: regional market issue - clarifies that the high quality corporate bonds used to estimate the discount rate for post-employment benefit obligations should be denominated in the same currency as the liability. Further it clarifies that the depth of the market for high quality corporate bonds should be assessed at the currency level.

AASB 134 Interim Financial Reporting:

- Disclosure of information 'elsewhere in the interim financial report' - amends AASB 134 to clarify the meaning of disclosure of information 'elsewhere in the interim financial report' and to require the inclusion of a cross-reference from the interim financial statements to the location of this information.

Application date of standard:	1 January 2016
Application date for the Group:	1 July 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of Preparation (continued)

iii. Changes in accounting policies, disclosures, standards and interpretations (continued)

Accounting Standards and Interpretations issued but not yet effective (continued)

AASB 2015-1	***Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012–2014 Cycle (continued)***
Impact on the Group's Financial Statements:	AASB 5 – no impact as the Group does not currently classify any assets as "Held for Sale". AASB 7 – no impact as the Group does not currently engage in any service contracts and does not offset financial assets and liabilities. AASB 119 – no change as the Group already applies high quality corporate bonds rates for estimating the discount rate for post-employment obligations. AASB 134 – disclosure impact only.
AASB 2015-3	***Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality***
Summary:	The Standard completes the AASB's project to remove Australian guidance on materiality from Australian Accounting Standards.
Application date of standard:	1 July 2015
Application date for the Group:	1 July 2015
Impact on the Group's Financial Statements:	No impact.

(b) Basis of Consolidation

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption, and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (**OCI**) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

(c) Segment Reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision makers to make decisions about resources to be allocated to the segments and assess their performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues.

Operating segments have been identified based on the information presented to the chief operating decision makers, being the executive management team.

Information about other business activities are combined and disclosed in a separate category called "other".

(d) Foreign Currency Translation

i. Functional and presentation currency

Items included in the financial statements of each Group company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Australian dollars, which is the Group's functional and presentation currency.

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

iii. Group companies

On consolidation, the assets and liabilities of foreign operations are translated into Australian dollars at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation purposes are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss. Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Plant and Equipment

All plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the profit or loss during the reporting period in which they are incurred.

Depreciation is calculated over the estimated useful life of the asset as follows:

	Method	Useful Lives
Plant and equipment	Reducing Balance	1.5 – 2.5 years
Leasehold improvements	Straight Line	40 years
Office equipment	Reducing Balance	2 – 10 years
Computer software and hardware	Straight Line	1.5 – 4 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(f) Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value (less costs of disposal) and value in use. For the purposes of assessing impairment, assets are grouped together at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(g) Trade and Other Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 90 days overdue) are considered indicators that the trade receivable is impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in profit or loss. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Cash and Cash Equivalents

Cash and short-term deposits in the Statement of Financial Position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

For the purpose of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts.

(i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

The expense relating to any provision is presented in the statement of profit and loss and other comprehensive income net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(j) Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease.

(k) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and the specific criteria have been met for each of the Group’s activities as described below:

i. Advertising income

Revenue from advertising services is recognised when the services have been performed and the fair value of the consideration for the services provided can be reliably measured.

ii. Interest income

Interest income is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Trade and Other Payables

These amounts represent liabilities for goods or services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(m) Income Tax

Current Tax
Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred Tax
Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, branches, associates and joint ventures except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company/Group intends to settle its current tax assets and liabilities on a net basis.

The Group has not implemented the tax consolidation legislation.

Current and deferred tax for the period
Current and deferred tax is recognised as an expense or income in the statement of profit and loss and other comprehensive income except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Employee Benefits

Short-term obligations
Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave
The liability for long service leave is recognised and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

(o) Contributed Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(p) Financial Assets

Initial recognition and measurement

Financial assets within the scope of AASB 139 are classified into the following specified categories: financial assets ‘at fair value through profit or loss’, ‘held-to-maturity’ investments, ‘available-for-sale’ financial assets, and ‘loans and receivables’. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

All financial assets are recognised initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date (the date that the Group commits to purchase or sell the asset).

The Group’s financial assets include cash and short-term deposits, trade and other receivables and loans and other receivables.

Subsequent measurement

Loans and Receivables
Trade receivables, loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are recorded at amortised cost less impairment. Impairment is determined by review of the nature and recoverability of the loan or receivable with reference to its terms of repayments and capacity of the debtor entity to repay the debt. If the recoverable amount of a receivable is estimated to be less than its carrying amount, the carrying amount of receivable is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately. They are included in current assets, other than those with maturities greater than 12 months from reporting date which are classified as non-current assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Financial Assets (continued)

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired.
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a" pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses, at each reporting date, whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and when observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment. If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate (**EIR**).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of AASB 139 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs. The Group's financial liabilities include trade and other payables and loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, described as follows:

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss and other comprehensive income.

Financial liabilities designated upon initial recognition at fair value through profit and loss so designated at the initial date of recognition, and only if criteria of AASB 139 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (**EIR**) method. Gains and losses are recognised in the statement of profit and loss and other comprehensive income when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss and other comprehensive income.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss and other comprehensive income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Fair value measurement

The carrying amount of financial assets and trade and other payables recorded in the Financial Statements approximate their fair values. The carrying amount of interest-bearing loans and borrowings recorded in the Financial Statements approximate their fair values and are all classified as level 1 instruments per the below valuation methodology.

For financial instruments carried at fair value, the Group uses various methods in estimating fair value. The methods comprise:

Level 1 – the fair value is calculated using quoted prices in an active market.
Level 2 – the fair value is estimated using inputs other than quoted prices included in the Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).
Level 3 – the fair value is estimated using inputs for the asset or liability that are not based on observable market data.

(s) Financial Instruments Issued by the Group

Debt and equity instruments
Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement.

Transaction costs on the issue of equity instruments
Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Interest and dividends
Interest and dividends are classified as expenses or as distributions of profit consistent with the statement of financial position classification of the related debt or equity instruments or component parts of compound instruments.

(t) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at balance date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Share-based payments

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled.

If the terms of an equity-settled award are modified, as a minimum, an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the share based arrangement, or is otherwise beneficial to the recipient, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted loss per share.

(w) Earnings/loss per share

Basic earnings/loss per share is calculated as net profit or loss attributable to members of the Company, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares of the Company, adjusted for any bonus element.

Diluted loss per share is calculated as net profit or loss attributable to members of the Company, adjusted for:

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(x) Significant accounting judgements, estimates and assumptions

The directors made estimates and judgements during the preparation of these Financial Statements regarding assumptions about current and future events affecting transactions and balances.

These estimates and judgements are based on the best information available at the time of preparing the Financial Statements, however as additional information is known then the actual results may differ from the estimates.

The significant estimates and assumptions made have been described below:

Share-based payments

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires making assumptions about the most appropriate inputs to the valuation model, including the expected life of the share option, volatility and dividend yield. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 17.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Significant accounting judgements, estimates and assumptions (continued)

Income Taxes

Judgement is required in assessing whether deferred tax assets are recognised in the statement of financial position. Deferred tax assets are recognised only when it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. Judgements are also required about the application of income tax legislation.

The Group has $6,271,147 (2014: $3,972,434) of tax losses carried forward. Although these losses do not expire, they may not be capable of being used to offset taxable income elsewhere in the Group. The Group has neither taxable temporary differences nor tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets in respect of the tax losses carried forward.

If the Group was able to recognise all unrecognised deferred tax assets, profit and equity would have increased by $2,150,397. Further details on taxes are disclosed in Note 6.

Impairment of non-financial assets

The Group tests annually whether non-financial assets have suffered any impairment, in accordance with the accounting policy stated at Note 2(f). Impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next two years. The assumptions used in the budget, such as growth rates, and the discount rate used are subject to judgement and estimates.

3. SEGMENT INFORMATION

During the current period, the Group identified that it now has two operating segments based on the internal reports that are reviewed and used by the executive management team in assessing performance and in determining the allocation of resources. In prior periods, the information provided to the executive management was such that only one operating segment was identified. As such, no comparative information has been provided for the information below.

The Group's key operating segments are as follows and are linked to the Group's geographic dispersion:

- Development: responsible for the development and maintenance of the Group's proprietary software platform, nxus®. These activities are conducted at the Group's Australian head office.
- Performance Marketing: responsible for generating the Group's main revenue stream. These activities are driven out of the Group's office in Toronto, Canada.

The board of directors review internal management reports on a monthly basis that are consistent with the information provided in the statement of profit and loss and other comprehensive income, statement of financial position and statement of cash flows. As a result no reconciliation is required because, in aggregate, the information as presented is what is used by the board to make strategic decisions. No operating segments have been aggregated.

3. SEGMENT INFORMATION (CONTINUED)

For the year ended 30 June 2015	Development	Performance Marketing	Other	Elimination of inter segment transactions	Consolidated
	$	$	$	$	$
Revenue	1,295,345	11,849,518	-	(1,295,345)	11,849,518
Other income	-	-	151,555	-	151,555
Cost of services rendered	(591,345)	(12,042,845)	(173,335)	1,222,396	(11,585,129)
Overheads	-	(764,393)	(1,344,332)	72,949	(2,035,776)
Other expenses	-	-	(8,431,940)	-	(8,431,940)
EBITDA	**704,000**	**(957,720)**	**(9,798,052)**	**-**	**(10,051,772)**
Reconciliation of reportable segment loss					
EBITDA	704,000	(957,720)	(9,798,052)	-	(10,051,772)
Interest expense[1]	-	(9,680)	(185,848)	-	(195,528)
Depreciation	-	(6,847)	(19,150)	-	(25,997)
Income tax expense	-	-	(58,195)	-	(58,195)
Profit/(Loss) before income tax	**704,000**	**(974,247)**	**(10,061,245)**	**-**	**(10,331,492)**

As at 30 June 2015	Development	Performance Marketing	Other	Consolidated
	$	$	$	$
Assets	-	1,987,232	8,568,614	10,555,846
Liabilities	67,428	3,134,787	229,150	3,431,365

[1] Interest expense disclosed under "Other" includes interest classified as Corporate Transaction Costs for purposes in the consolidated statement of profit and loss and other comprehensive income.

4. REVENUE

	Consolidated 2015	Consolidated 2014
	$	$
From continuing operations		
Revenue from advertising services	**11,849,518**	1,137,818

Revenue from advertising services is recognised in the accounting period in which the services are rendered.

Revenue is based on the price specified in the sale contract, net of any discounts at the time of sale. No element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice.

5. OTHER INCOME AND EXPENSE ITEMS

This note provides a breakdown of the items included in 'other income' and material overheads shown in the statement of profit and loss and other comprehensive income.

		Consolidated	
		2015	**2014**
		$	**$**
(a)	**Other income**		
	Web design services	**59,120**	-
	Software development	**-**	488,250
	Rental income	**33,788**	-
	Recovery of shared office costs	**25,525**	-
	Miscellaneous income	**33,122**	15,729
		151,555	503,979
(b)	**Administration costs**		
	IT costs	**36,850**	63,303
	Office and general administration costs	**205,082**	123,913
	Travel	**76,609**	112,701
	Doubtful debts expense	**113,845**	-
		432,386	299,917
(c)	**Compliance costs**		
	Accounting fees	**54,295**	100,584
	Tax advice and compliance fees	**39,317**	-
	Regulatory body fees	**3,099**	1,851
	Legal fees	**11,620**	1,103
		108,331	103,538
(d)	**Employment costs**		
	Salaries and wages*	**1,194,287**	769,504
	Superannuation and social benefits	**90,230**	63,155
	Other	**127,093**	134,487
		1,411,610	967,146
	* Note 25 provides details on director's remuneration.		
(e)	**Finance costs**		
	Interest expense	**144,423**	5
	Debtor financing fees	**9,680**	-
		154,103	5
(f)	**Corporate transaction costs**		
	Consultancy fees	**493,943**	-
	Working capital facility fee	**954,764**	-
	Interest expense	**41,425**	-
	Legal fees	**327,542**	11,543
		1,817,674	11,543
(g)	**Reversal of prior period sales**		
	Software development sale reversed[1]	**488,250**	-
		488,250	-

[1] During the current period, a software development sale recognised in the year ended 30 June 2014 totalling $488,250 was reversed because the sale transaction was cancelled.

6. INCOME TAX EXPENSE/(BENEFIT)

	Consolidated 2015 $	Consolidated 2014 $
Major components of income tax expense for the year are:		
Income statement		
Current income		
Current income tax charge	**-**	-
Adjustments in respect of previous years	**704**	-
Deferred income tax		
Deferred income tax charge relating to origination and reversal of temporary differences	**57,491**	(29,314)
Income tax expense/(benefit) reported in income statement	**58,195**	(29,314)

Reconciliation

A reconciliation of income tax expense/(benefit) applicable to accounting loss before income tax at the statutory income tax rate to income tax expense/(benefit) at the Company's effective income tax rate for the year is as follows:

	Consolidated 2015 $	Consolidated 2014 $
Accounting loss before income tax	**(10,273,297)**	(1,783,581)
Income tax expense at the statutory income tax rate of 30% (2014: 30%)	**(3,081,989)**	(535,074)
Adjusted for:		
Under provision for income tax in previous years	**704**	-
Non-deductible excess consideration resulting from reverse acquisition	**1,850,232**	-
Non-deductible share based payment expenses	**420,962**	-
Non-deductible entertainment expenses	**11,603**	-
Non-deductible fines and penalties	**714**	355
Non-deductible costs incurred in a foreign jurisdiction	**-**	122,667
Other non-deductible expenses	**80,702**	-
Other non-assessable amounts		(505)
Difference between the Australian statutory income tax rate and the statutory income tax rate applicable to foreign operations	**25,935**	8,541
Tax losses and temporary differences not recognised as a deferred tax asset	**749,332**	374,702
At effective income tax rate of 0.6% (2014: 1.6%)	**58,195**	(29,314)

Tax Consolidation

The Company and its 100% owned subsidiaries have not formed a tax consolidated group.

Recognised deferred tax assets

The deferred tax asset balance comprises temporary differences attributable to:

	2015 $	2014 $
Accrued expenses and provisions	**-**	57,491
Deferred tax asset	**-**	57,491

6. INCOME TAX EXPENSE/(BENEFIT) (continued)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Consolidated 2015 $	Consolidated 2014 $
Revenue losses	**6,150,214**	3,851,441
Capital losses	**120,933**	120,993
Temporary differences	**896,843**	-
	7,167,990	3,972,434
Unrecognised tax losses at 30%	**2,150,397**	1,191,730

Tax losses do not expire under current legislation. Deferred tax assets have not been recognised in respect of these items because it is not certain that future taxable profit will be available in the near term against which the Group can utilise the benefits.

Availability of Tax Losses
The availability of the tax losses of the entities within the Group for future periods is uncertain and will be dependent on these entities satisfying strict requirements with respect to continuity of ownership and the same business test imposed by income tax legislation.

The recoupment of available tax losses as at 30 June 2015 is contingent upon the following:

- entities in the Group deriving future assessable income of a nature and of an amount sufficient to enable the benefit from the losses to be realised;
- the conditions for deductibility imposed by income tax legislation continuing to be complied with; and
- there being no changes in income tax legislation which would adversely affect the entities from realising the benefit from the losses.

7. CASH AND CASH EQUIVALENTS

	Consolidated 2015 $	Consolidated 2014 $
Cash at bank and on hand	**6,234,159**	48,052

Cash at bank and on hand earns interest at floating rates based on daily at call bank deposit and savings rates.

The Group has no borrowing facilities which are undrawn.

For the purpose of the Statement of Cash Flows, cash and cash equivalents comprise the following at 30 June:

	Consolidated 2015 $	Consolidated 2014 $
Cash at banks and on hand	**6,234,159**	48,052

7. CASH AND CASH EQUIVALENTS (continued)

Reconciliation from the loss after tax to the net cash flows from operations

	Consolidated	
	2015	**2014**
	$	**$**
Net loss	**(10,331,492)**	(1,754,267)
Adjustments for non-cash items:		
Depreciation	**25,997**	29,271
Loss on disposal of property, plant and equipment	**-**	10,964
Share based payments		
• Options issued – consulting fees	**448,443**	-
• Options issued – working capital fee	**954,764**	-
Excess consideration on reverse acquisition	**6,167,441**	-
Changes in assets and liabilities:		
(Increase)/decrease in trade and other receivables	**(4,007,520)**	2,405,687
Decrease in other receivables	**12,253**	-
(Increase) in accrued revenue	**(103,435)**	-
(Increase)/decrease in prepayments	**9,129**	(2,382)
(Increase)/decrease in deferred tax assets	**57,491**	(29,313)
(Decrease)/increase in trade and other payables	**755,708**	(589,016)
(Increase in provision for employee entitlements	**60,928**	59,648
(Decrease) in provision for income tax	**(183,662)**	(158,169)
Increase in provision for doubtful debts	**229,698**	-
Net cash used in operating activities	**(5,904,257)**	(27,577)

Non-cash investing and financing activities

Financing and investing transactions which have had a material effect on consolidated assets and liabilities of the Group but did not involve cash flows are set our below:

- On 29 June 2015, 6,500,000 unlisted options with an expiry date of 29 June 2018 and an exercise price of $0.50 per option were issued as consideration for the provision of a working capital facility to Livelynk Group Pty Ltd.
- On 29 June 2015, 4,000,000 fully paid ordinary shares at a deemed issue price of $0.25 per share were issued to settle a working capital loan that had been assigned to the Company by Livelynk Group Pty Ltd.
- On 29 June 2015, 1,500,000 fully paid ordinary shares at a deemed issue price of $0.25 per share were issued as consideration for consultancy services provided in relation to the reverse acquisition of the Company by Livelynk Group Pty Ltd.
- On 29 June 2015, 500,000 unlisted options with an expiry date of 29 June 2018 and an exercise price of $0.50 per option were issued as consideration for consultancy services provided in relation to the reverse acquisition of the Company by Livelynk Group Pty Ltd.

8. RESTRICTED CASH

	Consolidated	
	2015	**2014**
	$	**$**
Unsuccessful applications for shares offered under a prospectus[1]	**37,500**	-

[1] refunded subsequent to balance date.

9. TRADE AND OTHER RECEIVABLES (CURRENT)

	Note	Consolidated 2015 $	2014 $
Trade receivables	(a)	**3,780,379**	654,962
Accrued revenue		**103,435**	-
Other loans		**194,514**	206,899
Prepayments		**7,037**	16,166
Deposits		**7,520**	400
Other receivables	(b)	**100**	65,377
GST receivables		**86,255**	-
		4,179,240	943,804

As at 30 June, the ageing analysis of trade receivables, net of impairment loss is as follows:

	Total $	< 30 days $	Past due but not impaired 30-60 days $	61-90 days $	> 90 days $
2015	**3,780,379**	**3,491,028**	**250,283**	**27,086**	**11,982**
2014	654,962	530,728	-	-	124,234

See Note 19 on credit risk of trade receivables to understand how the Group manages and measures credit quality of trade receivables that are neither past due nor impaired.

(a) Classification as trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current. The Group's impairment and other accounting policies for trade and other receivables are outlined in Note 2(f).

The balance of trade receivables is after provision for doubtful debts. The movement in the balance of this provision is as follows:

	Consolidated 2015 $	2014 $
Balance at the beginning of financial year	**-**	-
Amounts provided for during the year	**229,698**	-
Balance at the end of financial year	**229,698**	**-**

(b) Sundry receivables

These amounts generally arise from transactions outside the usual operating activities of the Group. Interest may be charged at commercial rates where the terms of repayment exceed six months. Collateral is not normally obtained.

(c) Fair values of trade and other receivables

Due to the short-term nature of the current receivables, their carrying amount is assumed to be the same as their fair value. The fair values of non-current receivables are generally not significantly different to their carrying amounts.

9. TRADE AND OTHER RECEIVABLES (CURRENT) (CONTINUED)

(d) Impairment and risk exposure

Information about the impairment of trade and other receivables, their credit quality and the Group's exposure to credit risk, foreign currency risk and interest rate risk can be found in Note 19.

10. PLANT AND EQUIPMENT

	Consolidated			
	2015			
	Computer Equipment	Office Equipment	Software & Hardware	Total
	$	$	$	$
Cost	**79,023**	**125,910**	**36,271**	**241,204**
Accumulated depreciation	**(65,947)**	**(40,179)**	**(30,131)**	**(136,257)**
Carrying amount at 30 June	**13,076**	**85,731**	**6,140**	**104,947**
Reconciliation				
Carrying amount at 1 July	**20,562**	**72,414**	**8,432**	**101,408**
Additions	**2,143**	**32,066**	**4,260**	**38,469**
Disposals	**-**	**(10,441)**	**(341)**	**(10,782)**
Impact of foreign exchange	**-**	**1,849**	**-**	**1,849**
Depreciation	**(9,629)**	**(10,157)**	**(6,211)**	**(25,997)**
Carrying amount at 30 June	**13,076**	**85,731**	**6,140**	**104,947**

	Consolidated			
	2014			
	Computer Equipment	Office Equipment	Software & Hardware	Total
	$	$	$	$
Cost	76,880	106,688	32,549	216,117
Accumulated depreciation	(56,318)	(34,274)	(24,117)	(114,709)
Carrying amount at 30 June	20,562	72,414	8,432	101,408
Reconciliation				
Carrying amount at 1 July	24,699	60,902	6,407	92,008
Additions	10,060	20,401	8,210	38,671
Depreciation	(14,197)	(8,889)	(6,185)	(29,271)
Carrying amount at 30 June	20,562	72,414	8,432	101,408

Refer to Note 2(e) for further details on the Group's accounting policies for plant and equipment.

11. TRADE AND OTHER PAYABLES

	Consolidated 2015 $	2014 $
Trade payables	**1,418,166**	12,093
Statutory liabilities	**72,062**	44,431
Other payables	**323,631**	131,139
	1,813,859	187,663

a) Trade payables and other payables are non-interest bearing and are unsecured. Balances are usually settled within 30 days of recognition.

b) The carrying amounts of trade and other payables are assumed to be the same as their fair values, due to their short-term nature.

12. PROVISIONS

	Consolidated 2015 $	2014 $
CURRENT		
Employee benefits (note a)	**121,951**	92,574
Income tax (note b)	**778,768**	962,430
	900,719	1,055,004
NON-CURRENT		
Employee benefits (note a)	**63,837**	32,286
	63,837	32,286

(a) Employee benefits

The current provision for employee benefits relates to the Group's liability for annual leave. The non-current provision for employee benefits relates to the Group's liability for long service leave.

Movement in the provision employee benefits is as follows:

	Consolidated			
	2015		2014	
	Annual leave $	Long service leave $	Annual leave $	Long service leave $
Balance at the beginning of financial year	**92,574**	**32,286**	65,211	-
Amounts provided for during the year	**106,773**	**31,551**	91,039	32,286
Unused leave balances paid during the year	**(26,104)**	**-**	(333)	-
Leave taken during the year	**(51,292)**	**-**	(63,343)	-
Balance at the end of financial year	**121,951**	**63,837**	92,574	32,286

(b) Income tax

The provision for income tax relates to the financial years ended 30 June 2012 and 30 June 2013 and includes a general interest charge component. During the current year, the Group entered into a payment arrangement with the Australian Taxation Office (**ATO**) pursuant to which the unpaid tax amount will be paid in instalments. The general interest charge incurred to 30 June 2015 has been accrued and forms part of the provision balance. Interest is charged by the ATO at the rate of approximately 9.5% per annum.

13. INTEREST-BEARING LOANS AND BORROWINGS (CURRENT)

	Consolidated	
	2015	**2014**
	$	**$**
Debtor factoring facility (a)	**652,950**	-
Loan from related party (b)	**-**	293,258
	652,950	293,258

(a) Debtor factoring facility

During the current year, the Group entered into a debtor factoring agreement with an unrelated party which enables the Group to receive cash receipts in advance on certain of its customer invoices which are purchased by the debtor factoring agent. A fixed fee of 1.5% of the customer invoice purchased is charged by the debtor factoring agent. In addition, where the customer invoice remains unpaid after 30 days, an additional fee of 1.5% of the invoice value is charged on a pro-rata basis for every 30 days the invoice remains unpaid.

In the event the customer invoice remains unpaid for 90 days, the Group is required to repay to the debtor factoring agent all advances received from the debtor factoring agent for that invoice plus all fees associated with that invoice.

At 30 June 2015, the debtor factoring facility had a credit limit of US$625,000 (A$816,188). The facility has a 12 month term from 13 March 2015 and the Group is not obligated to factor a minimum value of customer invoices over the life of the facility.

(b) Loan from related party

The loan provided to the Group by Zhenya Holdings Pty Ltd, a company controlled by Mr Zhenya Tsvetnenko, a director of the Company, is interest free and there are no fixed terms of repayment. During the current year, loan amounts of $1,470,381 were received and loan repayments of $914,074 were made. On 29 June 2015, the loan balance of $849,565 was converted into equity in Livelynk Group Pty Ltd.

Due to nature of the Group's interest-bearing loans and borrowings, the carrying value of the Group's loans and borrowings are deemed to approximate their fair value.

14. CONTRIBUTED EQUITY

(a) Issued capital

	Consolidated	
	2015	**2014**
	$	**$**
Ordinary shares, fully paid	**15,390,390**	100

(b) Movements in share capital

The reconciliation of the movement in the number of shares on issue during the year reflects the fact that although Tech Mpire Limited's acquisition of Livelynk Group Pty Ltd is required to be accounted for as a reverse acquisition, the capital structure of the Group is that of the legal parent entity, being Tech Mpire Limited.

The fair value of the shares on issue has been determined in accordance with the guidance for reverse acquisitions set out in AASB 3 "Business Combinations".

14. CONTRIBUTED EQUITY (continued)

(b) Movements in share capital (continued)

	Number	$
Shares on issue at 1 July 2014	**100**	**100**
Shares issued by Livelynk Group Pty Ltd pursuant to a subscription agreement	**34**	**500,000**
Shares issued by Livelynk Group Pty Ltd on conversion of a shareholder loan	**2**	**849,565**
Shares issued by Tech Mpire Limited as consideration for the legal acquisition of Livelynk Group Pty Ltd	**10,000,000**	**2,500,000**
Deemed reverse acquisition of Tech Mpire Limited by Livelynk Group Pty Ltd (refer to Note 16)	**21,041,001**	**7,153,940**
Elimination of the acquisition of Livelynk Group Pty Ltd by Tech Mpire	**(136)**	**(2,500,000)**
Shares issued by Tech Mpire Limited on settlement of loan	**4,000,000**	**1,000,000**
Shares issued by Tech Mpire Limited pursuant to a prospectus	**24,000,000**	**6,000,000**
Shares issued by Tech Mpire Limited as consideration for consultancy services provided	**1,500,000**	**375,000**
Share issue costs recognised directly in equity	**-**	**(488,215)**
Shares on issue at 30 June 2015	**60,541,001**	**15,390,390**
Shares on issue at 1 July 2013	100	100
Shares on issue at 30 June 2014	**100**	**100**

(c) Ordinary Shares

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held and in proportion to the amount paid up on the shares held. At shareholders meetings, each ordinary share is entitled to one vote in proportion to the paid up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

(d) Capital Risk Management

The Group's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2014 and 30 June 2015.

	Consolidated	
	2015	**2014**
	$	**$**
Interest-bearing loans and borrowings (Note 13)	**652,950**	293,258
Trade and other payables (Note 11)	**1,813,859**	187,663
Less: cash and cash equivalents (Note 7)	**(6,234,159)**	(48,052)
Net (Debt) / Capital	**(3,767,350)**	432,869
Equity	**15,390,390**	100
Total Capital	**15,390,390**	100
Capital and net debt	**11,623,040**	432,969
Gearing ratio	**(32%)**	100%

15. RESERVES

	Consolidated 2015 $	2014 $
Share based payments reserve	**2,343,054**	-
Foreign currency translation reserve	**143,678**	3,593
Share based payments reserve		
Balance at beginning of year	**-**	-
Fair value of options transferred under reverse acquisition accounting	**1,314,846**	-
Fair value of options issued as consultancy fee	**73,444**	-
Fair value of options issued as working capital facility fee	**954,764**	-
Balance at end of year	**2,343,054**	-
Foreign currency translation reserve		
Balance at beginning of year	**3,593**	-
Foreign exchange differences arising on translation of foreign operations	**140,085**	3,593
Balance at end of year	**143,678**	3,593

Nature and purpose of reserves

Share based payments
The share based payments reserve is used to recognise the fair value of equity-settled share based payments provided to employees, consultants and other third parties.

Foreign currency
The foreign currency translation reserve is used to recognise foreign currency exchange differences arising on translation of functional currency to presentation currency for foreign operations.

16. REVERSE ACQUISITION

On 29 June 2015, the Company, formerly named Fortunis Resources Limited, completed its acquisition of 100% of Livelynk Group Pty Ltd (**Livelynk**) and changed its name to Tech Mpire Limited. The acquisition of Livelynk resulted in the shareholders of Livelynk obtaining control of the merged entity. In addition, the board of directors of the merged entity was restructured such that two of the Company's three directors stepped down and were replaced by Livelynk's nominees. A nominee of Livelynk serves as the Managing Director and the Livelynk management team has assumed responsibility for the management of the merged entity. Consequently, the acquisition has been accounted for with reference to the guidance for reverse acquisitions set out in AASB 3 "Business Combinations".

The application of the reverse acquisition guidance contained in AASB 3 has resulted in the Company (the legal parent) being accounted for as the subsidiary and Livelynk (the legal subsidiary) being accounted for as the parent entity.

At the time the Company's acquisition of Livelynk completed, its operations did not fall within the scope of a "business" under AASB 3. Consequently, the acquisition did not meet the definition of a "business combination" under AASB 3, and the principles of AASB 3 could not be applied in their entirety.

Instead, the acquisition has been accounted for as a share-based payment transaction using the principles set out in AASB 2 "Share-based Payment" whereby Livelynk is deemed to have issued shares in exchange for the net assets and listing status of Tech Mpire. In accordance with AASB 2, the difference between the fair value of the deemed consideration paid by Livelynk and the fair value of the identifiable net assets of Tech Mpire, is required to be recognised as an expense.

16. REVERSE ACQUISITION (continued)

Details of the fair value of the identifiable net assets acquired and the excess consideration are set out below:

	$
Deemed purchase consideration	
- Fair value of shares transferred (21,041,001 shares at $0.34 each)	7,153,941
- Fair value of unlisted options transferred (7,000,000 unlisted options at $0.18 each)	1,314,846
	8,468,787
Less: fair value of net identifiable assets acquired (see below)	(2,301,346)
Excess consideration arising on reverse acquisition	**6,167,441**

The fair value of the identifiable assets and liabilities of the Company at the date of acquisition was as follows:

	$
Assets	
Cash and cash equivalents	1,314,799
Trade and other receivables	36,231
Loans receivable	1,466,000
Liabilities	
Trade and other payables	515,684
Total identifiable net assets at fair value	**2,301,346**

Costs relating to the acquisition of $49,766 were incurred by the Company prior to the completion of the acquisition.

The net cash inflow arising as a result of the reverse acquisition was $1,314,799.

17. SHARE BASED PAYMENTS

The following share-based payment arrangements were granted during the year:

Security	Number	Grant Date	Expiry Date	Exercise Price (cents)	Fair Value at Grant Date (cents)
Options	7,000,000	29 June 2015	29 June 2018	50.00	14.69
Class A Performance Rights	5,000,000	29 June 2015	29 December 2016	N/A	30.59
Class B Performance Rights	7,500,000	29 June 2015	29 June 2017	N/A	17.00

Options

The fair value of options granted during the current year was $1,028,208 (2014: Nil). The options were issued as consideration for services provided and vested on issue. Holders of options do not have any voting or dividend rights in relation to the options.

The weighted average fair value of the options granted during the current year is $0.15 (2014: Nil). Options were valued using the Black-Scholes model and taking into account the following assumptions:

Dividend yield	0.00%
Expected volatility	80.00%
Risk-free interest rate[1]	2.02%

[1] based on expected volatility of the Company's share price post completion of the reverse acquisition transaction.

No allowance has been made for the effects of early exercise.

17. SHARE BASED PAYMENTS (continued)

Options (continued)

The following table illustrates the outstanding options granted, exercised and forfeited during the year.

	2015	
	Number	**Weighted average exercise price (cents)**
Outstanding at 1 July	-	
Options transferred under reverse acquisition accounting	7,000,000	20.00
Granted during the year	7,000,000	14.69
Outstanding as at 30 June	14,000,000	17.35

No options were exercised or forfeited during the current year.

No options were issued in the prior year, so no comparative information has been provided.

The weighted average remaining contractual life for the share-based payment options outstanding as at 30 June 2015 was 2.25 years (2014: nil).

The range of exercise prices for share-based payment options outstanding as at the end of the year was $0.20 to $0.50 (2014: nil).

No options were issued to directors or other key management personnel during the current year.

Performance Rights

The fair value of performance rights granted and vested during the current year is set out below. No performance rights were issued in the prior period, so no comparative information has been provided.

Security	**Number granted**	**Fair Value of performance rights granted ($)**	**Number vested**	**Fair Value of performance rights vested ($)**
Class A Performance Rights	5,000,000	1,529,563	-	-
Class B Performance Rights	7,500,000	1,274,640	-	-
	12,500,000	2,804,203	-	-

The performance rights were issued to key management personnel as incentive awards. Holders of performance rights do not have any voting or dividend rights in relation to the performance rights.

The weighted average fair value of the performance rights granted during the current year is $0.22 (2014: Nil). Performance rights were valued using the Black-Scholes model and taking into account the following assumptions:

	Class A	**Class B**
Dividend yield	0.00%	0.00%
Expected volatility[1]	80.00%	80.00%
Risk-free interest rate	2.02%	2.02%
Probability at 30 June 2015 of the performance milestone being achieved	90%	50%

[1] based on expected volatility of the Company's share price post completion of the reverse acquisition transaction.

The Class A performance rights vest upon the Group achieving $25,000,000 of cumulative gross revenue within 18 months from 29 June 2015.

17. SHARE BASED PAYMENTS (continued)

The Class B performance rights vest upon the Group achieving cumulative net profit before tax of at least $1,500,000 within 24 months from 29 June 2015.

During the current year, no performance rights were exercised or forfeited.

18. ACCUMULATED LOSSES

	Consolidated 2015 $	2014 $
(Accumulated losses) / retained earnings at the beginning of financial year	**(421,149)**	1,333,118
Net loss for the year	**(10,331,492)**	(1,754,267)
Accumulated losses at the end of financial year	**(10,752,641)**	(421,149)

19. FINANCIAL RISK MANAGEMENT

The Group's principal financial instruments comprise receivables, interest-bearing loans and borrowings, payables and cash and cash equivalents which arise directly from its operations.

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, foreign currency risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Risk Exposures and Responses

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group generates income from interest on surplus funds.

At balance date, the Group did not hold any at-call deposits and therefore does not have any material exposure to interest rate risks.

Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The only material cash balances denominated in a foreign currency held by the Group are cash amounts that are denominated in United States Dollars (USD). A summary of the AUD equivalent of the Group's cash balances at the reporting date is as follows:

	Consolidated 2015 $	2014 $
Cash and cash equivalents		
USD balances	**650,225**	4,036

19. FINANCIAL RISK MANAGEMENT (continued)

The following sensitivity analysis is based on the foreign currency risk exposures in existence at the reporting date. The reasonably possible changes in AUD/USD exchange rates used below were derived by reference to the maximum movement in historical exchange rates per year over the last 10 years.

At 30 June 2015, if exchange rates had moved, as illustrated in the table below, with all other variables held constant, post-tax loss and equity would have been affected as follows:

	Post Tax Loss (Higher)/Lower		**Equity Higher/(Lower)**	
	2015	**2014**	**2015**	**2014**
	$	**$**	**$**	**$**
+10%	**65,023**	8	**65,023**	8
-10%	**(65,023)**	(8)	**(65,023)**	(8)

The movements in the net loss are due to higher/lower unrealised foreign exchange gains or losses on cash balances. The sensitivity is higher in 2015 than in 2014 due to higher balances of cash and cash equivalents held at the end of the current year.

Credit risk
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily in relation to trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of the customer is assessed based on the customer's financial position, past working experience with the customer (if any) and any other applicable factors. Individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and followed up accordingly.

The requirement for any impairment is analysed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

Liquidity risk
Prudent liquidity risk management implies maintaining sufficient cash and funding to ensure that the Group can meet its obligations when due. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Group holds the majority of its financial assets as trade receivables with reputable customers who have had no payment issues in the past and hence, does not have any material liquidity risk at the reporting date.

All financial assets and liabilities have a maturity of less than 6 months and as such, further detailed analysis has not been provided.

The Group monitors rolling forecasts of liquidity reserves on the basis of expected cash flow.

Fair values
Fair values of financial assets and liabilities are equivalent to carrying values due to their short terms to maturity.

20. COMMITMENTS AND CONTINGENCIES

(a) Operating Lease Commitments – Group as lessor

Future minimum rentals payable under non-cancellable operating leases are as follows:

	Consolidated 2015 $	2014 $
Within one year	**193,131**	126,681
After one year but not more than five years	**296,231**	260,138
More than five years	**-**	-
	489,362	386,819

(b) Property, Plant and Equipment Commitments

At balance date the Group had no contractual obligations to purchase plant and equipment (2014: nil).

(d) Contingent Liabilities

At balance date the Group had no pending legal claims or other contingent liabilities (2014: nil).

21. RELATED PARTY DISCLOSURES

The consolidated financial statements include the financial statements of Tech Mpire Limited and the entities listed in the following table.

Although reverse acquisition accounting has been applied (refer Note 16), Tech Mpire Limited is the legal parent entity of the Group.

	Country of incorporation	*% Equity interest 2015*	*2014*
Livelynk Group Pty Ltd[1]	Australia	100	-
Mpire Media Pty Ltd[2]	Australia	100	-
Mpire Network Inc.[2]	Canada	100	-

[1] equity interest is held directly by Tech Mpire Limited.
[2] equity interest is held directly by Livelynk Group Pty Ltd.

Transactions with related parties

Prior to the completion of the reverse acquisition transaction on 29 June 2015, Livelynk Group Pty Ltd was controlled by Zhenya Holdings Pty Ltd. As set out in Note 13, a loan had been provided to Livelynk Group Pty Ltd by Zhenya Holdings Pty Ltd, a company controlled by Mr Zhenya Tsvetnenko, a director of the Company. The loan was interest free and there were no fixed terms of repayment. During the current year, loan amounts of $1,470,381 were received and loan repayments of $914,074 were made. On 29 June 2015, the loan balance of $849,565 was converted into equity in Livelynk Group Pty Ltd.

Guarantees

There have been no guarantees provided or received for any related parties.

22. EVENTS AFTER BALANCE SHEET DATE

On 7 July 2015, the Company was re-admitted to quotation on the Australian Securities Exchange under the code TMP.

Other than set out above, no event has arisen since 30 June 2015 that would be likely to materially affect the operations of the Group, or its state of affairs which has not otherwise been disclosed in this financial report.

23. AUDITORS' REMUNERATION

	Consolidated	
	2015	**2014**
	$	**$**
Audit or review of the financial report	**59,375**	15,000
Non-audit services provided	**45,619**	-
	104,994	15,000

24. LOSS PER SHARE

Classification of securities as ordinary shares
The Company has only one category of ordinary shares included in basic loss per share.

Classification of securities as potential ordinary shares
There are currently no securities to be classified as dilutive potential ordinary shares on issue, as the options and performance rights on issue are anti-dilutive because their inclusion in the calculation of the basic loss per share would reduce the loss per share.

	2015 Number	**2014 Number**
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	8,547,082	7,352,941
	$	**$**
Basic loss attributable to ordinary equity holders of Tech Mpire Limited	(10,191,407)	(1,750,674)

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

25. DIRECTORS AND EXECUTIVE DISCLOSURE

(a) Compensation of Key Management Personnel

	Consolidated	
	2015	**2014**
	$	**$**
Short-term employee benefits	**999,290**	473,067
Post-employment benefits	**59,721**	35,303
Other long-term benefits	**33,548**	-
	1,092,559	508,370

26. PARENT ENTITY INFORMATION

The following information relates to the legal parent entity of the Group, being Tech Mpire Limited. The information presented has been prepared using consistent accounting policies as presented in Note 2.

	As at 30 June 2015 $	As at 30 June 2014 $
Financial Position		
Assets		
Current assets	**9,383,619**	2,617,511
Non-current assets	**2,500,000**	77,069
Total assets	**11,883,619**	2,694,580
Liabilities		
Current liabilities	**570,488**	5,477
Total liabilities	**570,488**	5,477
Net assets	**11,313,131**	2,689,103
Equity		
Contributed equity	**12,158,288**	2,771,503
Share based payment reserve	**1,028,908**	700
Accumulated losses	**(1,874,065)**	(83,100)
Total equity	**11,313,131**	2,689,103
Financial Performance		
Loss for the year[1]	**(1,790,965)** [1]	(54,808)
Other comprehensive income	**-**	-
Total comprehensive loss	**(1,790,965)**	(54,808)

[1] The loss for the current year relates to the period pre completion of the reverse acquisition transaction. Consequently, it and has not been included in the consolidated statement of profit and loss and other comprehensive income.

In the directors' opinion:

(a) The financial statements and notes of Tech Mpire Limited set out on pages 29 to 68 are in accordance with the *Corporations Act 2001*, including:

  (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and

  (ii) giving a true and fair view of the Group's financial position as at 30 June 2015 and its performance for the financial year ended on that date, and

(b) Note 2(a)(ii) confirms that the financial statements also comply with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

(c) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declarations required to be made to the directors by the chief executive officer and chief financial officer in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2015.

On behalf of the board

Luke Taylor
Director

Perth, Western Australia
Dated this 23rd day of September 2015

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Independent auditor's report to the members of Tech Mpire Limited

Report on the financial report

We have audited the accompanying financial report of Tech Mpire Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2(a)(ii), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor’s Independence Declaration, a copy of which is included in the directors’ report.

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Opinion

In our opinion:

a. the financial report of Tech Mpire Limited is in accordance with the *Corporations Act 2001*, including:

   i giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and

   ii complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2(a)(ii).

Report on the remuneration report

We have audited the Remuneration Report included in pages 9 to 18 of the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Tech Mpire Limited for the year ended 30 June 2015, complies with section 300A of the *Corporations Act 2001*.

Ernst & Young

Ernst & Young

G Lotter
Partner
Perth
23 September 2015

CORPORATE GOVERNANCE

A statement outlining the extent to which the Company has followed the best practice recommendations set by the ASX Corporate Governance Council during the period is outlined in pages 19 to 27 of this Annual Report.

SECURITY HOLDING

The security holding information outlined below is current as at 17 September 2015.

1. Substantial shareholders

Details of the Company's substantial shareholders are outlined below:

Substantial holders	Number of shares	Number of options	Number of Class A Performance Rights	Number of Class B Performance Rights	Voting interest
Zhenya Holdings Pty Ltd <Zhenya Holdings Trust>	7,500,000	-	2,400,000	3,600,000	12.39%
MC Management Group Pty Ltd	6,000,000	6,500,000	-	-	9.91%
K2 Asset Management Ltd (registered holder :HSBC Custody Nominees Australia Ltd)	3,038,955	-	-	-	5.02%

2. Number of holders of each class of equity security

Ordinary fully paid shares

There are 715 holders of ordinary fully paid shares.
Each shareholder is entitled to one vote per share. In accordance with the Company's constitution, on a show of hands every number present in person or by proxy or attorney or duly authorised representative has one vote. On a poll every member present in person or by proxy or attorney or duly authorised representative has one vote for every fully paid ordinary share held.

Options

There are 15 holders of the 14,000,000 unlisted options on issue. There are no voting rights attached to these options.

Performance Rights

There are 3 holders of the 5,000,000 unlisted Class A performance rights on issue and there are 3 holders of the 7,500,000 unlisted Class B performance rights on issue. There are no voting rights attached to these performance rights.

3. Distribution schedules

Shareholders

Spread of holders	Number of Shareholders	Number of Shares
NIL Holding	-	-
1 – 1,000	27	18,612
1,001 – 5,000	70	221,472
5,001 – 10,000	120	1,076,531
10,001 – 100,000	418	15,350,362
Over 100,000	80	43,874,024
Total on register	**715**	**60,541,001**

Option Holders

Spread of holders	Number of Option Holders	Number of Options
NIL Holding	-	-
1 – 1,000	-	-
1,001 – 5,000	-	-
5,001 – 10,000	-	-
10,001 – 100,000	3	275,000
Over 100,000	12	3
Total on register	**15**	**13,725,000**

Performance Right Holders

Spread of holders	Number of Class A Performance Rights Holders	Number of Class A Performance Rights	Number of Class B Performance Rights Holders	Number of Class B Performance Rights
NIL Holding	-	-		
1 – 1,000	-	-		
1,001 – 5,000	-	-		
5,001 – 10,000	-	-		
10,001 – 100,000	-	-		
Over 100,000	3	5,000,000	3	7,500,000
Total on register	**3**	**5,000,000**	**3**	**7,500,000**

4. Restricted securities

The following fully paid ordinary shares are subject to escrow restrictions and are not quoted on ASX:

- 9,000,000 fully paid ordinary shares are escrowed for a period of 24 months from 7 July 2015, being the date the Company was reinstated to quotation on ASX;
- 955,882 fully paid ordinary shares are escrowed until 24 Mar 2016; and
- 73,530 fully paid ordinary shares are escrowed until 29 June 2016.

The following unlisted options are subject to escrow restrictions:

- 6,500,000 unlisted options with an exercise price of $0.50 and an expiry date of 29 June 2018 are escrowed until 29 June 2016; and
- 500,000 unlisted options with an exercise price of $0.50 and an expiry date of 29 June 2018 are escrowed for a period of 24 months from 7 July 2015, being the date the Company was reinstated to quotation on ASX.

The following unlisted performance rights are subject to escrow restrictions:

- 3,700,000 Class A performance rights are escrowed for a period of 24 months from 7 July 2015, being the date the Company was reinstated to quotation on ASX.
- 5,550,000 Class B performance rights are escrowed for a period of 24 months from 7 July 2015, being the date the Company was reinstated to quotation on ASX.

5. Top 20 shareholders

	Holder name	Number	% of issued capital
1	Zhenya Holdings Pty Ltd <Zhenya Holdings Trust>	7,500,000	12.39%
2	MC Management Group Pty Ltd	6,000,000	9.91%
3	HSBC Custody Nominees Australia Ltd	4,448,955	7.35%
4	Yeung Jackie Au	1,600,000	2.64%
5	Upsky Equity PL <Upsky Inv A/C>	1,496,377	2.47%
6	Peter Alexander & Suzanne Alexander <PA & SA Superannuation Fund>	1,362,215	2.25%
7	Barry John MacKinnon & Pamela Anne MacKinnon <BJ & PA MacKinnon Superannuation Fund>	1,209,477	2.00%
8	Giovanni Nominees Pty Ltd <Giovanni Family Trust>	1,200,000	1.98%
9	Reco Holdings Pty Ltd <Reco Super Fund A/C>	1,200,000	1.98%
10	Mountains Green	1,200,000	1.98%
11	Beaumont Julian	1,037,622	1.71%
12	Norton Matthew J &RF <Norton Family Super Fund>	523,000	0.86%
13	Beachswing Pty Ltd <Varenna A/C>	500,001	0.83%
14	Willis Peter Drew < Willis Inv A/C>	500,000	0.83%
15	Mitchell Brett & M Mitchell <Spring FA>	500,000	0.83%
16	Mitchell W M & D J Mitchell <S/F A/C>	463,905	0.77%
17	Smac Nom PL <Smac Inv A/C>	456,000	0.75%
18	Richards Andrew Bruce	410,000	0.68%
19	Windell Holdings PL <Thompson S/F A/C>	400,000	0.66%
20	LSR Autobody PL	400,000	0.66%
	Total	**32,407,552**	**53.53%**

6. Marketable parcels

There are 31 shareholders with less than a marketable parcel of $500 based on a share price of 38.5 cents.

7. Use of funds raised

For the period commencing when the Company was readmitted to quotation on ASX on 7 July 2015 up to the date of this report, the Company has used the cash raised under its prospectus dated 20 May 2015 in a manner that is consistent with its business objectives as set out in the prospectus.