

ASX RELEASE

27 SEPTEMBER 2018

UNDERWRITTEN RIGHTS ISSUE TO ACCELERATE TRAFFICGUARD COMMERCIAL ROLLOUT**Key Highlights**

- Fully underwritten non-renounceable pro-rata rights issue to raise up to approximately \$2.4 million (before costs)
- Funds to be used to accelerate TrafficGuard marketing and customer acquisition, building on recent SaaS contracts with Omnicom Media Group MENA and ClearPier
- Prominent technology investors Mark McConnell of The Citadel Group and Adam Schwab of Lux Group to join the register through combined \$400k priority underwriting commitment

Tech Mpire Limited (**Company** or **Tech Mpire**) (**ASX: TMP**) is pleased to announce a capital raising by way of a fully underwritten non-renounceable pro-rata rights issue to raise \$2.4 million (before costs) (**Rights Issue**).

Under the Rights Issue, eligible shareholders will be able to subscribe for three new shares for every existing five shares they hold at an issue price of \$0.045 per share. For every four new shares, subscribing shareholders will receive three listed options with an exercise price of \$0.10, expiring three years from the date of issue.

The Rights Issue is to be fully underwritten by the Lead Manager and underwriter to the issue, Patersons Securities Limited (**Patersons**). Patersons (or their nominees) will also receive a 1 for 4 underwriter option on the same terms as the options offered under the Rights Issue (**Underwriter Options**).

In addition, as part of the underwriting, the Company has secured a \$400,000 priority sub-underwriting commitment from prominent technology investors Mark McConnell of The Citadel Group and Adam Schwab of Lux Group (**Priority Sub-Underwriter**). The Priority Sub-Underwriters are unrelated entities and will receive a further 1 option for every 4 shares subscribed for (**Priority Options**) in addition to the options offered under the Rights Issue and the Underwriter Options.

The Underwriter Options and the Priority Options will be issued subject to the approval of the Company's shareholders at a shareholders meeting, expected to be the Company's Annual General Meeting which will be held in November 2018.

Tech Mpire recently announced its strategy to commercialise proprietary software with an initial focus on its ad fraud mitigation solution, TrafficGuard® (see announcement dated 3 August 2018). TrafficGuard® launched in July 2018 as the Company's first SaaS product. The sale of Mpire Network, has allowed Tech Mpire to focus efforts on this higher margin technology opportunity. The

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underwriting of this Rights Issue from prominent technology investors indicates strong support for Tech Mpire’s revised business strategy.

The proposed use of funds raised under the Rights Issue (net of expenses) will be to bolster TrafficGuard’s marketing and client acquisition efforts, accelerating its global roll out. With a strong pipeline ahead, the Company is looking forward to delivering regular updates on client acquisition and revenue generation.

A prospectus providing all details of the Rights Issue is to be lodged with the Australian Securities and Investments Commission (ASIC) today. A copy of the prospectus, together with the Entitlement and Acceptance Form, will be dispatched to all eligible shareholders on 8 October 2018 as per the timetable* outlined below.

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| Lodgement of Prospectus with the ASIC | 27 September 2018 |
| Lodgement of Prospectus & Appendix 3B with ASX | 27 September 2018 |
| Notice sent to Option holders | 28 September 2018 |
| Notice sent to Shareholders | 1 October 2018 |
| Ex date | 2 October 2018 |
| Record Date for determining Entitlements | 3 October 2018 |
| Prospectus despatched to Shareholders & Company announces despatch has been completed | 8 October 2018 |
| Closing Date* | 18 October 2018 |
| Securities quoted on a deferred settlement basis | 19 October 2018 |
| ASX notified of under subscriptions | 23 October 2018 |
| Issue date/Securities entered into Shareholders’ security holdings | 25 October 2018 |

* The timetable is indicative only and the Company reserves the rights to vary it at any time without prior notice subject to the ASX Listing rules and the Corporations Act 2001 (Cth)

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About Tech Mpire (TMP)

Tech Mpire Limited (ASX: TMP) is a global mobile advertising technology business. CEO Mathew Ratty recently announced the transition of its business model from volatile campaign driven revenues to annuity style Software-as-a-Service revenues through servicing global corporate customers. Following the sale of 90% of TMP's performance marketing division to ClearPier (see announcement dated 3 August 2018), Tech Mpire is now focussed on building a global B2B SaaS business, with its two initial SaaS clients being ClearPier (<http://clearpier.com/>) and Omnicom Media Group (MENA) (<http://www.omnicomgroup.com/>).

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For more information, please contact:

Investor Enquiries

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