



ASX ANNOUNCEMENT

30 September 2014

SHARE SALE AND PURCHASE AGREEMENT EXECUTED

Lithex Resources Limited (**ASX: LTX**) (**Lithex** or **Company**) is pleased to advise that it has entered into a Share Sale and Purchase Agreement with Zhenya Holdings Pty Ltd (**Share Purchase Agreement**) pursuant to which the Company proposes to acquire the entire issued capital of Livelynk Group Pty Ltd (**Livelynk**), the operator of the Mpire Media business (**Mpire**).

The Share Purchase Agreement formalises the terms of the Heads of Agreement which was announced on 10 July 2014.

Completion of the Share Purchase Agreement is subject to the satisfaction of the following conditions precedent by no later than 31 January 2015:

- Both parties completing due diligence on each other to their satisfaction by no later than 5.00pm (WST) on 30 September 2014 or such later date as agreed by the Parties in writing.
- The Company obtaining the shareholder approvals required under the Corporations Act and the ASX Listing Rules and complying with any other requirements from ASIC, ASX or other Australian Regulatory Authority.
- The Company completing a capital raising to raise a minimum of \$7,000,000 and a maximum of \$10,000,000 through the issue of up to 50,000,000 shares at \$0.20 each (on a post consolidation basis).
- ASX providing the Company with a list of conditions (including satisfaction of Chapters 1 and 2 of the Listing Rules) which, when satisfied, will result in ASX reinstating the Company's shares to quotation.
- The Company completing consolidation of its shares for which approval from its shareholders will be required.
- Livelynk providing audited accounts for the past 3 financial years (or such other period as required by ASIC) for the purpose of the Company obtaining the required approvals from its shareholders.

As at the date of this announcement, the parties to the Share Purchase Agreement have completed their due diligence on each other, and Livelynk has provided audited accounts for the past 3 financial years.

The Company is in the process of preparing the necessary documentation to be dispatched to shareholders ahead of the Annual General Meeting at which the proposed acquisition of Livelynk, the associated capital raising and change of the Company's name to Tech Mpire Limited will be put to shareholders for approval.

For further information please contact:

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ABOUT MPIRE

Mpire was founded in 2007 by successful entrepreneur, Zhenya Tsvetnenko, and is now a rapidly growing performance-based online and mobile marketing solutions provider with a reach to over 180 countries. It has an experienced international team with offices in Perth, Dublin and Toronto.

Performance-based Advertising is now the dominant form of internet advertising, accounting for 66% of total US online advertising spend. In a Performance-based Advertising model, advertisers are only charged if the campaign achieves specific measurable results, such as generating sales, business leads or page views, which reduces the media spend risk for advertisers.

Mpire has the skills, experience and backing of a huge network of associated specialist marketers, known as an affiliate network, which enables it to take an advertiser's product directly to the target audience and deliver results for the advertiser.

Mpire is the intermediary between advertisers and its network of affiliates. It manages the advertiser's offers and selectively sources affiliates to develop comprehensive customer acquisition solutions for the advertiser, through emerging forms of media and innovative technology. With transparency, reach, creative services, online compliance and a personalised strategy for the advertiser's business, the network provided by Mpire makes performance marketing simple.

Mpire differentiates itself from other business in this space through its sales-tracking and attribution technology platform, nxus. nxus not only identifies which source generated a sale, it also provides return on investment focused real-time sales modeling to help advertisers optimise their sales flow and measure user retention.

A significant opportunity exists to deliver nxus to third parties as a cloud-based SaaS ("Software as a Service") offering to manage their affiliate networks. Pursuing this opportunity will form a significant part of the growth potential for Mpire.