Fortunis Resources Limited
ACN 156 377 141
To be renamed Tech Mpire Limited

PROSPECTUS

For the offer of 24,000,000 Shares at an issue price of $0.25 each to raise $6,000,000 (before costs) (**Public Offer**).

The Prospectus also contains:

(a) an offer of 10,000,000 Shares to the Vendors (or their nominees) in consideration for the acquisition of all the issued capital in Livelynk (**Livelynk Offer**). Refer to Section 6.2 of this Prospectus for more information in respect of the Livelynk Offer; and

(b) an offer of 4,000,000 Shares and 6,500,000 New Options to MCMG in satisfaction of the MCMG Converting Loan (**MCMG Offer**). Refer to Section 6.3 of this Prospectus for more information in respect of the MCMG Offer.

Conditional Offer

The Public Offer is conditional upon the Conditions of the Offer outlined in Section 6.4 being satisfied. In the event that the Conditions of the Offer are not satisfied, the Company will not proceed with the Public Offer and the Company will repay all application monies received. In the event that the Public Offer does not proceed the Livelynk Offer and MCMG Offer will not proceed.

Re-compliance with Chapters 1 and 2

In addition to the purpose of raising funds under the Public Offer and issuing Securities under the other Offers, this Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the Listing Rules following a change to the nature and scale of the Company's activities.

Important Information

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

An investment in the Securities offered by this Prospectus should be considered as speculative.

Lead Manager to the Public Offer

Patersons Securities Limited

Contents

1. Important Information

1.1 Important notice

This Prospectus is dated 20 May 2015 and was lodged with the ASIC on that date. The ASX, ASIC and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates. The expiry date of this Prospectus is that date which is 13 months after the date this Prospectus was lodged with the ASIC (**Expiry Date**). No Securities may be issued on the basis of this Prospectus after the Expiry Date.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary before deciding whether to invest. An investment in the Securities the subject of this Prospectus should be considered speculative. Please refer to Section 12 for details relating to risk factors that could affect the financial performance and assets of the Company.

1.2 Web site – electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.fortunisresources.com.au Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must only access this Prospectus from within Australia.

The Corporations Act 2001 (Cth) prohibits any person passing onto another person an Application Form unless it is attached to, or accompanied by, the complete unaltered version of the Prospectus. If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the relevant Application Form. During the offer period, any person may obtain a copy of the Prospectus (free of charge) by contacting the Company on (08) 9321 2111.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus, or any of those documents were incomplete or altered.

1.3 Overseas applicants

The offer of Securities made pursuant to this Prospectus is not made to persons to whom, or places in which, it would be unlawful to make such an offer of Securities. No action has been taken to register or qualify the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside of Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek legal advice on, and observe, any of those restrictions. Failure to comply with these restrictions may violate securities laws.

It is the responsibility of any Applicant outside Australia to ensure compliance with all laws of any country relevant to his or her Application. The return of a duly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach of such law and that all necessary approvals and consents have been obtained.

1.4 Forward looking statements

This Prospectus may contain forward-looking statements which are identified by words such as 'may', 'should', 'will', 'expect', 'anticipate', 'believes', 'estimate', 'intend', 'scheduled' or 'continue' or other similar words. Such statements and information are subject to risks and uncertainties and a number of assumptions, which may cause the actual results or events to differ materially from the expectations described in the forward looking statements or information.

Whilst the Company considers the expectations reflected in any forward looking statements or information in this Prospectus are reasonable, no assurance can be given that such expectations will prove to be correct. The risk factors outlined in Section 12, as well as other matters not yet known to the Company or not currently considered material to the Company, may cause actual events to be materially different from those expressed, implied or projected in any forward looking statements or information. Any forward looking statement or information contained in this Prospectus is qualified by this cautionary statement.

1.5 Definitions

A number of defined terms are used in this Prospectus. Unless the contrary intention appears, the context requires otherwise or words are defined in Section 16, words and phrases in this Prospectus have the same meaning and interpretation as in the Corporations Act or ASX Listing Rules.

1.6 Disclaimer

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offers. You should only rely on information in this Prospectus.

2. Corporate directory

Existing Directors
Mr John Rubino (Non-executive Chairman)
(Proposed to resign following Completion)
Mr Peter Alexander (Technical Director)
(Proposed to resign following Completion)
Mr Darren Wates (Non-executive Director)
(Proposed Chairman following Completion)

Company Secretary
Mr Darren Wates
(Proposed to resign following Completion)

Proposed Directors
Mr Luke Taylor (Managing Director)
Mr Zhenya Tsvetnenko (Non-executive Director)

Proposed Company Secretary
Ms Fiona Muir

Registered Office
47 Outram Street
West Perth WA 6005

Investigating Accountant
HLB Mann Judd (WA Partnership)
Level 4, 130 Stirling Street
Perth WA 6000

Auditors
HLB Mann Judd (WA Partnership)
Level 4, 130 Stirling Street
Perth WA 6000

Lawyers
GTP Legal
Level 1, 28 Ord Street
West Perth WA 6005

Lead Manager
Patersons Securities Limited
Level 23, 2 The Esplanade
Perth WA 6000

Share Registry*
Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Company Website
www.fortunisresources.com.au

Livelynk/Mpire website
www.mpiremedia.com.au

ASX Code
Current: FOT
Proposed: TMP

* This entity is included for information purposes only and has not been involved in the preparation of this Prospectus.

3. Key information and indicative timetable

Public Offer	
Price per Share	$0.25
Shares offered	24,000,000
Amount to be raised (before costs)	$6,000,000
Livelynk Offer	
Shares offered to the Vendors	10,000,000
MCMG Offer	
Shares offered to MCMG in satisfaction of the MCMG Converting Loan	4,000,000
New Options offered to MCMG	6,500,000
General	
Total cash on completion of the Offers	$7,500,000
Total Shares on issue upon completion of the Offers	60,541,001
Market capitalisation on completion of the Offers at $0.25 per Share	$15,135,250
Note: 1. Refer to Section 6.9 for further details relating to the proposed capital structure of the Company.	

Indicative timetable	
Lodgement of this Prospectus with ASIC	Wednesday, 20 May 2015
Opening Date for the Offers	Wednesday, 20 May 2015
General Meeting	Friday, 5 June 2015
Closing Date for the Offers	Wednesday, 10 June 2015
Completion of Acquisition	Tuesday, 23 June 2015
Issue of Securities under the Offers	Tuesday, 23 June 2015
Dispatch of holding statements	Thursday, 25 June 2015
Expected date for Shares to be reinstated to trading on ASX	Tuesday, 30 June 2015

The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offers early without notice.

4. Investment Summary

This Section is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety. The Securities offered pursuant to this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Securities.

4.1 Introduction

Topic	Summary	Details
Who is the issuer of the Prospectus?	Fortunis Resources Limited ACN 156 377 141 (**Company**) (to be renamed "Tech Mpire Limited").	Section 8.1
Who is the Company and what does it do?	The Company is a public company that has been listed on the ASX since December 2012. The Company's principal activities previously involved mineral exploration in Western Australia. In light of difficult market conditions for junior mineral exploration companies, the Company has been evaluating high quality and value adding investment opportunities outside the resources industry.	Section 8.1
What is the Company's strategy?	The Company is proposing to acquire 100% of the issued capital of Livelynk. Livelynk operates the Mpire online performance based marketing business. Following reinstatement to quotation of the Company's Shares on ASX, the Company's primary focus will be to develop the business of Livelynk Group in line with its business model and strategy.	Section 8.2
What are the Company's key assets?	The Company's primary assets are its cash holdings of approximately \$2,500,000 as at 30 April 2015 (the Company has agreed to make up to \$1,000,000 available to Livelynk under the Working Capital Loan Deed. Refer to Section 13.3 for further details) and its exploration assets. Via the Acquisition, the Company intends to acquire 100% of the issued capital of Livelynk.	Section 8.1
What is the Public Offer?	The Company is offering 24,000,000 Shares to the public at an issue price of \$0.25 each to raise \$6,000,000 (before costs of the Offers). The Public Offer is not underwritten.	Section 6.1
What is the Livelynk Offer?	The Company is offering 10,000,000 Shares to the Vendors in consideration for the acquisition of all the shares in Livelynk.	Section 6.2
What is the MCMG Offer?	The Company is offering 4,000,000 Shares and 6,500,000 New Options to MCMG in satisfaction of the MCMG Converting Loan.	Section 6.3
What are the conditions of the Offers?	The Public Offer is conditional upon the following events occurring: • the Company raising the amount of the Public Offer (being \$6,000,000); • Shareholders approving the Acquisition Resolutions at the General Meeting; • Completion of the Acquisition; and	Section 6.4

Topic	Summary	Details
	• ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the Listing Rules and receiving conditional approval for re-quotation from ASX on terms which the Company believes are capable of satisfaction. If any of the Conditions of the Offer are not satisfied then the Company will not proceed with the Public Offer and the Company will repay all Application Monies received. If the Company does not proceed with the Public Offer it will not proceed with the Livelynk Offer and the MCMG Offer.	
Why is the Public Offer being conducted?	The purposes of the Public Offer are to: • meet the requirement that the Company re-complies with the ASX's admission requirements in accordance with Chapters 1 and 2 of the Listing Rules; • provide funding for the continued development of Livelynk's business model and strategy; • meet the expenses of the Offers; and • provide funding for working capital (including working capital to make Affiliate payments to drive revenue growth) and administration expenditure.	Section 6.7

4.2 The Acquisition of Livelynk

Topic	Summary	Details
What is the Acquisition?	The Acquisition is the Company's proposed acquisition of 100% of the issued capital of Livelynk pursuant to the Option Agreement.	Section 13.2
What are the key terms of the Acquisition?	The key terms of the Acquisition are as follows (a) as consideration for the acquisition of 100% of the issued capital of Livelynk, the Company will issue to the Vendors 10,000,000 Shares (**Consideration Shares**); (b) the Acquisition is conditional upon, and subject to, a number of conditions. These conditions have either been satisfied or substantially satisfied, with the exception of the following conditions which remain outstanding at the date of this Prospectus: i) Shareholder approval of the Acquisition Resolutions at the General Meeting; ii) the Company receiving subscriptions for the amount of the Public Offer under this Prospectus; iii) the Company obtaining all necessary regulatory approvals on terms acceptable to the parties as are required to give effect to the Acquisition including re-compliance with Chapters 1 and 2 of the Listing Rules on terms which the Company believes are capable of satisfaction; iv) the Vendors subscribing for the Consideration Shares under this Prospectus; and	Section 13.2

Topic	Summary	Details
	v) the Vendors and any other parties receiving Securities in connection with the Acquisition entering into such restriction agreements as required by the ASX; and vi) all loans from Vendor, Zhenya Holdings, to the Livelynk Group being converted into equity or otherwise extinguished with effect from Completion. (c) The Vendors have acknowledged that some or all of the Consideration Shares may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by the ASX. The Vendors will also procure that the other parties who may receive Securities in connection with the Acquisition will execute such form of escrow agreement as required by the ASX. (d) In connection with the Acquisition, the Company will also establish the Performance Rights Plan, to enable the Company to incentivise and reward directors and key employees. The Company intends to grant up to 5,000,000 Class A Performance Rights and 7,500,000 Class B Performance Rights under the proposed Performance Rights Plan to certain directors and key employees, including the Proposed Directors. (e) There are standard commercial warranties regarding Livelynk and its business provided by the Vendors associated with the Acquisition.	
What approvals are being sought at the General Meeting?	At the General Meeting to be held on 5 June 2015, the Company will seek Shareholder approval for, amongst other things, the following Acquisition Resolutions: (a) the change in nature and scale of the activities of the Company as a result of the Acquisition; (b) the issue of the Consideration Shares to the Vendors (and/or their nominees); (c) the Public Offer under this Prospectus; (d) the change of the Company's name to "Tech Mpire Limited"; (e) the issue of Shares and New Options to MCMG in satisfaction of the MCMG Converting Loan; (f) the appointment of the Proposed Directors to the Board; (g) the adoption of the Performance Rights Plan; (h) the grant of Performance Rights under the Performance Rights Plan to the Proposed Directors; and (i) the issue of Shares and grant of New Options to the Advisors.	Section 6.5
Why is the Company required to re-comply with Chapters 1 and 2 of the Listing Rules?	At the Company's General Meeting, the Company will seek Shareholder approval for, amongst other things, a change in the nature and scale of the Company's activities as a result of the Acquisition. To give effect to these changes, the ASX requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. The Company will be suspended from trading from the day of the	Section 6.6

Topic	Summary	Details
	General Meeting and will not be reinstated until the Company has satisfied the Conditions of the Offer, including re-compliance with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company may not be able to meet the requirements for re-quotation on the ASX. In the event the Conditions of the Offer are not satisfied or the Company does not receive conditional approval for re-quotation on ASX then the Company will not proceed with the Public Offer and will repay all Application Monies received (without interest).	
Who are Livelynk and Livelynk Group?	Livelynk Group is comprised of three companies as set out in Section 8.3(b). Livelynk Group operates the Mpire digital online performance based marketing business, with its head office in Perth, Western Australia and a marketing office in Toronto, Canada. Livelynk Group was born from a group of companies controlled by successful entrepreneur, Zhenya Tsvetnenko (**Zhenya Group**). Livelynk Group originally provided online performance-based marketing services to the Zhenya Group, which was heavily involved in selling mobile products and services. Since July 2014, Livelynk Group has been utilising digital online performance-based marketing knowhow and systems developed whilst servicing the Zhenya Group to pursue independent third party advertiser clients outside of the Zhenya Group.	Section 8.3
What is Livelynk's business model?	Livelynk Group provides strategic management of advertising campaigns acting as an intermediary between its advertiser clients (referred to as "**Advertisers**") and its network of marketing partners (referred to as "**Affiliates**") that deploy digital advertising and marketing campaigns to promote to consumers the products and services of the Advertisers. The marketing solutions provided by Livelynk Group are performance-based. This means that Livelynk Group only charges its Advertisers 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, product sale, software and mobile app installation, registration of a customer, or some other quantifiable target. Performance-based marketing gives Advertisers the certainty of only paying for advertising that gets the desired results, as opposed to paying simply for consumer interest that may not have resulted in a purchase. Under this business model, Livelynk Group pays each Affiliate partner a commission on all referred consumers brought by that Affiliate's marketing efforts to the Advertiser's product or service. Livelynk Group typically retains 15 - 20% of the commission payable by the Advertiser for a successful consumer conversion, with the balance payable to the Affiliate who referred the consumer. To attract quality Affiliates, Livelynk Group offers competitive payment terms which result in Affiliates generally being paid on a weekly basis. The majority of Advertisers are required to settle their invoices on 30 day terms. This means that Livelynk is required to pay Affiliates for their	Section 8.3

Topic	Summary	Details
	marketing efforts before funds are collected from the Advertiser. Livelynk Group uses its proprietary attribution tracking software platform **nxus™** to manage advertising campaigns on behalf of its Advertisers and to track the achievement of the conversions. Livelynk Group's business has only been operating in its current form (ie. sourcing third party advertising clients from outside the Zhenya Group) since July 2014. Therefore, in its current form, Livelynk Group's business should be considered as having a limited operating history. Whilst revenue is currently being produced and has grown since July 2014, the business is currently loss making. Livelynk Group's business should accordingly be considered high risk and speculative.	

4.3 Key Risks

Prospective investors should be aware that subscribing for Securities in the Company involves a number of risks and uncertainties. The risk factors set out in Section 12 and other risks applicable to all listed securities, may affect the value of the Securities in the future. Accordingly an investment in the Company must be considered highly speculative. This Section summarises some of the risks that apply to an investment in the Company. Investors should refer to Section 12 for a more detailed summary of the risks.

Key risk	Details	Details
Conditional Acquisition and Offers	As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. The Shares will be suspended from the General Meeting. It is anticipated that the Shares will remain suspended until Completion of the Acquisition, the Offer, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on reinstatement to quotation. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its Shares will consequently remain suspended from quotation. In the event that the Conditions of the Offer set out in Section 6.4 are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Public Offer and will repay all Application Monies received. In the event that the Public Offer does not proceed the Livelynk Offer and MCMG Offer will not proceed.	Section 12.1(a)
Sufficiency of funding	Livelynk Group's business strategy will require substantial expenditure and there can be no guarantees that the Company's existing cash reserves, funds raised by the Public Offer and funds generated over time by Livelynk Group's business operations will be sufficient to successfully achieve all the objectives of the Company's business strategy. Further funding of projects may be required by the Company to support the ongoing activities and operations of Livelynk Group, including the need to develop new services or enhance its existing service, enhance its operating infrastructure and to acquire	Section 12.1(b)

Key risk	Details	Details
	complementary businesses and technologies.	
Working capital management	Livelynk Group acts as an intermediary between its Advertisers and its network of Affiliates that deploy digital advertising marketing campaigns to consumers. Livelynk Group earns an advertising fee when actual results are achieved, such as a product sale, download or other measurable goal. Livelynk Group invoices its Advertisers and pays its Affiliates only when that actual result is achieved. Livelynk Group engages its Affiliates, and is engaged by its Advertisers, on certain terms of trade. Typically, Livelynk Group is required to pay its Affiliates in respect of a successful result prior to receiving payment from its Advertisers. Livelynk Group accordingly requires sufficient working capital to enable it to meet the payment commitments to its Affiliates as and when they fall due. If Livelynk Group has insufficient working capital it will reduce Livelynk Group's ability to generate further revenue from advertising campaigns because it will be unable to engage its Affiliates if there is uncertainty around its ability to comply with their payment terms. Financial pressure will also be encountered if Livelynk Group has a short term cash shortage or if it experiences delayed payments or bad debts from its Advertisers. Livelynk Group must accordingly manage its working capital carefully, to ensure that it has sufficient short term cash resources to enable it to generate desired revenue levels.	Section 12.1(c)
Protection of Intellectual Property Rights	Livelynk Group does not currently have any patent protection of its intellectual property and it is not yet known whether it will be in fact possible to obtain any patent protection for its intellectual property. Accordingly, to protect its trade secrets, Livelynk Group relies on the copyright it has in its software code and on its intellectual property being kept confidential within the organisation. If Livelynk Group fails to protect its intellectual property and trade secrets, competitors may gain access to its technology which could harm the business. The Company may be required to spend significant resources to monitor and protect the intellectual property acquired through the proposed Acquisition of Livelynk. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of Livelynk Group's rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel. In addition, unauthorised use of the "Mpire" brand in counterfeit products or services could not only result in potential revenue loss, but also have an adverse impact on its brand value and perception of its product quality.	Section 12.1(d)
Short term nature of contracts	Livelynk Group is typically engaged by Advertisers on an "as needs" basis for specific advertising campaigns. In this sense, Livelynk Group is involved in short term engagements with Advertisers and sources Affiliates for the specific advertising campaigns. Livelynk Group is not party to any specific long term or major contracts with Advertisers that provide the Livelynk Group with a continuing source of ongoing revenue to underpin its operating performance. Livelynk Group's ongoing revenue and operating performance is accordingly dependent on continuing to generate new business under advertising contracts,	Section 12.1(g)

Key risk	Details	Details
	either from existing clients (e.g. for new products or services) or new clients. Failure to continue to enter into new advertising contracts may negatively affect the future financial performance of Livelynk Group.	
Competition and new technologies	The industry in which the Company will be involved, post the Acquisition of Livelynk, is highly competitive and is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, it will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of Livelynk Group's projects and business. For instance, new technologies could overtake the advancements made by Livelynk Group which could negatively impact on the financial position and financial performance of the Company. Similarly, aggressive pricing or additional service offerings from competitors could require Livelynk Group to adjust its own pricing and service offerings to continue to generate business, which could negatively impact on the financial position and financial performance of the Company. In particular, as part of Livelynk Group's business strategy it will seek to increase its gross margin but the ability to increase gross margin could be negatively affected by competitors' behaviour such as aggressive pricing and intense competition. These behaviours may not only impede Livelynk Group's ability to increase gross margin but may have the effect of actually reducing its current gross margin.	Section 12.1(i)
Dependence on the internet	Expansion in the sales of Livelynk Group's services depends on the continued acceptance of the internet as a communications and commerce platform for individuals and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service. The performance of the internet and its acceptance as a business tool has been harmed by "viruses," "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for Livelynk Group's services would be significantly reduced, which would negatively affect the Company.	Section 12.1(j)
Limited trading history	Livelynk Group trades through its subsidiaries, Mpire Media and Mpire Network. Mpire Media was incorporated in 2007 and formed part of the Zhenya Group, a group of companies controlled by successful entrepreneur Zhenya Tsvetnenko. Prior to the incorporation of Mpire Network in Ontario in March 2014, Mpire Media mainly provided online marketing services to the Zhenya Group. Subsequent to the incorporation of Mpire Network, the focus has been building on a third party customer base beyond the Zhenya Group, which will continue to	Section 12.1(n)

Key risk	Details	Details
	be the focus. Given the limited trading history outside of the Zhenya Group, there is uncertainty in relation to Livelynk Group's business, and investors should consider Livelynk Group's prospects in light of its limited trading history outside of the Zhenya Group. In addition, although Livelynk Group has been successful in generating revenues outside of the Zhenya Group, there is no guarantee that Livelynk Group will be able to continue to successfully generate revenue in the future. Consequently, there can be no forecast or confirmation as to the Company's future performance following Completion of the Acquisition.	
Reliance on key management personnel	Livelynk Group has a number of key management personnel, and its future depends on retaining and attracting these and other suitable qualified personnel. There is no guarantee that Livelynk Group will be able to attract and retain suitable qualified personnel, and a failure to do so could materially adversely affect the business, operating results and financial prospects.	Section 12.1(o)

4.4 Proposed use of funds and other key terms of the Offers

Topic	Summary	Details
What is the proposed use of funds raised under the Public Offer?	The funds raised under the Public Offer are proposed to be used (over the first year following re-instatement to quotation of the Company's Shares) to fund the following key business activities: • business development and expansion of sales and marketing team; • software development, maintenance and hosting; • corporate overheads; • taxation liability; • costs of the Offers; • repayment of the funds owing to the Livelynk Secured Creditor; and • working capital (including working capital to make Affiliate payments to drive revenue growth).	Section 6.8
Will the Company be adequately funded after completion of the Pubic Offer?	The Directors are satisfied that on completion of the Public Offer, the Company will have sufficient working capital to carry out its business objectives as set out in this Prospectus.	Sections 6.7 and 6.8
What rights and liabilities attach to the Shares being offered?	All Shares issued under the Public Offer, the Livelynk Offer and the MCMG Offer will rank equally in all respects with existing Shares on issue. The rights and liabilities attaching to the Shares are described in Section 14.1.	Section 14.1
What are the terms and conditions of the New Options	The New Options have an exercise price of $0.50 each and an expiry date of the date which is 3 years after the date of Completion. The full terms and conditions of the New Options are described in Section 14.3.	Section 14.3

Topic	Summary	Details
being offered?		
Is the Public Offer underwritten?	No, the Public Offer is not underwritten.	Section 6.10
Who is the lead manager to the Public Offer?	The Company has appointed Patersons Securities Limited (AFSL: 239 052) to act as lead manager to the Public Offer. The Lead Manager will receive a fee of 6% of the total amount raised under the Public Offer and a corporate advisory fee of $60,000 payable on completion of the Public Offer.	Sections 6.17 and 13.4
Will the Securities issued under the Offers be listed?	The Company will apply for listing of the Shares offered under the Public Offer, the Livelynk Offer and MCMG Offer on the ASX under the ASX code 'TMP' within seven days of the date of this Prospectus. Completion of the Offers is conditional on, amongst other matters, ASX approving this application. The Company will not apply for listing of the New Options to be offered under the MCMG Offer.	Section 6.6
What are the tax implications of investing in Securities under the Offers?	The tax consequences of any investment in Securities will depend upon your particular circumstances. Prospective investors should obtain their own tax advice before deciding to invest.	Section 6.23
What is the Company's dividend policy?	The Company does not expect to pay dividends in the near future as its focus will primarily be on using cash reserves to grow and develop Livelynk Group's business. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.	Section 6.12
How do I apply for Shares under the Public Offer?	Applications for Shares under the Public Offer must be made by completing a Public Offer Application Form and must be accompanied by a cheque in Australian dollars (or an electronic transfer to the bank account advised by the Company) for the full amount of the application being $0.25 per Share. Cheques must be made payable to "Fortunis Resources Limited – Share Offer Account" and should be crossed "Not Negotiable".	Section 6.13(a)
How do I apply for Securities under the Livelynk Offer?	The Livelynk Offer is an offer to the Vendors and their nominees only. Only the Vendors or their nominees may accept the Livelynk Offer. A personalised Livelynk Offer Application Form will be issued to each Vendor or their nominees together with a copy of this Prospectus. The Company will only provide the Livelynk Offer Application Forms to the persons entitled to participate in the Livelynk Offer.	6.13(b)
How do I apply for Securities under	The MCMG Offer is an offer to MCMG only.	6.13(c)

Topic	Summary	Details
the MCMG Offer?	Only MCMG may accept the MCMG Offer. A personalised MCMG Offer Application Form will be issued to MCMG together with a copy of this Prospectus. The Company will only provide the MCMG Offer Application Form to MCMG.	
When will I receive confirmation that my application has been successful?	It is expected that holding statements will be sent to successful Applicants by post on or about the dispatch date noted in the indicative timetable set out in Section 3.	Sections 3, 6.15 and 6.19
How can I find out more about the Prospectus or the Offers?	Questions relating to the Offers can be directed to the Company on +61 8 9321 2111.	Section 6.24

4.5 Board and management

Topic	Summary	Details
Who are the Directors of the Company:	The Existing Directors of the Company are: • John Rubino – Non-Executive Chairman • Peter Alexander – Technical Director • Darren Wates – Non-Executive Director On Completion of the Acquisition and the Offers, changes will be made to the Board, with the resignation of John Rubino and Peter Alexander and the appointment of the Proposed Directors, such that the Board will then comprise: • Darren Wates – Non-executive Chairman • Luke Taylor – Managing Director • Zhenya Tsvetnenko – Non-executive Director Refer to Section 9.1 for details of the relevant experience and expertise of the Directors. Following Completion of the Acquisition, the Board will seek to identify new candidates with additional expertise to complement the Board and support the Company's growth plans.	Section 9.1
Who are the key management personnel?	Following Completion of the Acquisition, the key management personnel will include: • Luke Taylor – Managing Director • Jeff Botnick – Chief Marketing Officer • Fiona Muir – Chief Financial Officer and Company Secretary	Sections 9.1, 9.2, 9.6(a) and 9.7
What are the significant interests of Directors?	The interests of the Directors are detailed in Section 9.3. The security holdings of the Directors are set out in Section 9.4. Section 9.6 sets out details of related party agreements with the Company from which the Directors may benefit. Zhenya Holdings, an entity controlled by Proposed Director, Mr	Sections 9.3, 9.4, 9.6, and 14.4

Topic	Summary	Details
	Zhenya Tsvetnenko, is a shareholder in Livelynk. The Company proposes to acquire the shares in Livelynk held by Zhenya Holdings as part of the Acquisition. Accordingly, Zhenya Holdings will receive a proportion of the Consideration Shares on Completion of the Acquisition (being 7,500,000 Shares in total).	
Are there any relationships between the Company and parties involved in the Acquisition or Offers that are relevant to investors?	Proposed Directors, Mr Zhenya Tsvetnenko and Mr Luke Taylor are also directors of Livelynk. See disclosure above in relation to Zhenya Holdings. It is also intended that Proposed Directors Mr Zhenya Tsvetnenko and Mr Luke Taylor will be granted Performance Rights under the Performance Rights Plan. It is proposed that they will be issued up to 3,700,000 Class A Performance Rights and 5,550,000 Class B Performance Rights in total.	Section 9.6

4.6 Miscellaneous

Topic	Summary	Details
What material contracts are the Company and Livelynk Group a party to?	The material contracts of the Company and Livelynk comprise: (a) Option Agreement; (b) Working Capital Loan Deed; (c) Lead Manager Mandate; (d) Secured Creditor Loan Agreement and General Security Deed; (e) MCMG Converting Loan Agreement; (f) Executive Services Agreement – Managing Director; (g) Executive Services Agreement – Chief Marketing Officer; and (h) Executive Services Agreement – Chief Financial Officer.	Sections 9.6, 9.7 and 13.
What is the financial position of the Company and Livelynk post completion of the Offers and the Acquisition?	The Company is currently listed on ASX and its financial history, including its 2014 Annual Report and its Half Yearly Report for the period ended 31 December 2014 are available on its website (www.fortunisresources.com.au). Livelynk's historical operations have focused on advertising and marketing primarily in the on-line market. Since July 2014 when Livelynk Group began servicing third party clients beyond the Zhenya Group, it has experienced rapid revenue growth from its on-line performance marketing business, but has incurred significant costs in doing so and is currently loss making. Further financial information regarding the Company and Livelynk Group is set out in Section 10 of this Prospectus and considered in the Investigating Accountant's Report in Section 11.	Sections 10 and 11
Will any Securities be subject to escrow?	Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and the Company's Shares being reinstated to trading on the ASX, certain Shares, Options, and Performance Rights in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement.	Section 6.11

	The Vendors have acknowledged that some or all of the Consideration Shares may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by the ASX. The Vendors will also procure that the other parties who may receive Securities in connection with the Acquisition will execute such form of escrow agreement as required by the ASX. No Shares issued under the Public Offer are expected to be subject to escrow. Refer to Section 6.11 for further details of the escrow arrangements.	

5. Chairman's letter

Dear Investor

On behalf of the Directors, I am pleased to present this Prospectus and to offer you the opportunity to invest in Fortunis Resources Limited, to be renamed Tech Mpire Limited. The Company has entered into the Option Agreement, and exercised the option thereunder, to acquire 100% of the issued capital of Livelynk.

Livelynk operates the Mpire Media on-line performance based advertising business. Mpire was founded by internet entrepreneur Zhenya Tsvetnenko and is run by a highly skilled executive team based in Perth and Toronto. Mpire has experienced rapid revenue growth during FY15 and has positioned itself well in a growing industry.

This Prospectus has been issued by the Company for a public offering of 24,000,000 Shares at an issue price of $0.25 each to raise $6,000,000. The funds raised will be used for business development and the expansion of Livelynk's sales and marketing team, payments associated with continued revenue generating activities and to repay existing debt. Refer to Section 6.8 for further details on the use of funds.

In addition to the purpose of raising funds under the Public Offer, this Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the Listing Rules following a change to the nature and scale of the Company's activities from a mineral exploration company to an online marketing business.

This Prospectus also contains:

(a) an offer of 10,000,000 Shares to the Vendors (or their nominees) in consideration for the acquisition of all the issued capital in Livelynk. Refer to Section 6.2 of this Prospectus for more information in respect of the Livelynk Offer; and

(b) an offer of 4,000,000 Shares and 6,500,000 New Options to MCMG in satisfaction of the MCMG Converting Loan. Refer to Section 6.3 of this Prospectus for more information in respect of the MCMG Offer.

This Prospectus includes details of the Offers, the Company and Livelynk Group, including the assets and proposed operations, together with a statement of the risks associated with investing in the Company. I recommend that you read this document carefully and seek independent professional advice before investing in the Company.

On behalf of the Directors, I commend this offer to you and look forward to welcoming you as a shareholder of the Company.

Yours sincerely,

John Rubino
Chairman

6. Details of the Offers

6.1 The Public Offer and Minimum Subscription

Pursuant to this Prospectus, the Company offers 24,000,000 Shares at an issue price of $0.25 each to raise $6,000,000 (before costs of the Offers).

All Shares issued pursuant to the Public Offer will rank equally with the existing Shares on issue. Please refer to Section 14.1 for further information regarding the rights and liabilities attaching to the Shares.

The minimum level of subscription for the Public Offer is the amount of the Public Offer being 24,000,000 Shares to raise $6,000,000. No Shares will be issued until the Minimum Subscription has been received. If the Minimum Subscription is not received within four months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any Shares under this Prospectus and will repay all Application Monies received (without interest) in accordance with the Corporations Act.

Please refer to Section 6.13(a) for details on how to apply for Shares under the Public Offer.

6.2 The Livelynk Offer

Pursuant to this Prospectus, the Company is also offering 10,000,000 Shares to the Vendors (or their nominees) in consideration for the acquisition of all the issued capital in Livelynk (**Livelynk Offer**).

All Shares issued pursuant to the Livelynk Offer will rank equally with the existing Shares on issue. Please refer to Section 14.1 for further information regarding the rights and liabilities attaching to the Shares.

Please refer to Section 6.13(b) for details of how to apply for Shares under the Livelynk Offer.

6.3 The MCMG Offer

Pursuant to this Prospectus, the Company is also offering 4,000,000 Shares and 6,500,000 New Options to MCMG in satisfaction of the MCMG Converting Loan, which will be assigned to the Company at Completion (**MCMG Offer**).

All Shares issued pursuant to the MCMG Offer will rank equally with the existing Shares on issue. Please refer to Section 14.1 for further information regarding the rights and liabilities attaching to the Shares. Please refer to Section 14.3 for further information regarding the terms and conditions of the New Options.

Please refer to Section 6.13(c) for details of how to apply for Shares and New Options under the MCMG Offer.

6.4 Conditions of the Offer

The Public Offer is conditional upon the following events occurring:

(a) the Company receiving subscriptions for the amount of the Public Offer (being $6,000,000) (see Section 6.1);

(b) Shareholders approving the Acquisition Resolutions at the General Meeting (see Section 6.5);

(c) Completion of the Acquisition; and

(d) ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the Listing Rules and receiving conditional approval for re-quotation from ASX on terms which the Company believes are capable of satisfaction'

(together the **Conditions of the Offer**).

If the Conditions of the Offer are not achieved then the Company will not proceed with the Public Offer and will repay all Application Monies received (without interest) in accordance with the Corporations Act.

If the Public Offer does not proceed the Livelynk Offer and the MCMG Offer will not proceed.

6.5 General Meeting

At the General Meeting the Company will seek Shareholder approval for the:

(a) change in nature and scale of the activities of the Company as a result of the Acquisition;

(b) issue of the Consideration Shares to the Vendors (and/or their nominees);

(c) Public Offer under this Prospectus;

(d) change of the Company's name to "Tech Mpire Limited";

(e) issue of the Shares and New Options to MCMG in satisfaction of the MCMG Converting Loan;

(f) appointment of Zhenya Tsvetnenko and Luke Taylor to the Board;

(g) adoption of the Performance Rights Plan;

(h) the grant of Performance Rights under the Performance Rights Plan to the Proposed Directors;

(i) the issue of Shares and grant of New Options to the Advisors; and

(j) participation of a Director, Peter Alexander, in the Public Offer.

The Acquisition Resolutions relate to those resolutions associated with the approval of items (a) to (i) above.

6.6 Re-compliance with Chapters 1 and 2 of the Listing Rules

At the Company's General Meeting, the Company will seek Shareholder approval for, amongst other things, a change in the nature and scale of the Company's activities as a result of the Acquisition. To give effect to these changes, the ASX requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements.

The Company will be suspended from trading from the time of the General Meeting and will not be reinstated until the Company has satisfied the Conditions of the Offer, including re-compliance with Chapters 1 and 2 of the Listing Rules.

There is a risk that the Company may not be able to meet the requirements for re-quotation on the ASX. In the event the Conditions of the Offer are not satisfied or the Company does not receive conditional approval for re-quotation on ASX then the Company will not proceed with the Public Offer and will repay all Application Monies received (without interest). If the Public Offer does not proceed the Livelynk Offer and the MCMG Offer will not proceed.

The Company will apply to ASX no later than seven days from the date of this Prospectus for Official Quotation of the Shares issued pursuant to this Prospectus. If the Shares are not admitted to quotation within three months after the date of this Prospectus, no Shares will be issued and Application Monies will be refunded in full (without interest) in accordance with the Corporations Act.

The Company will not apply to ASX for quotation of the New Options. Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation of the Shares issued pursuant to this Prospectus is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

6.7 Purpose of the Public Offer

The purpose and key objectives of the Public Offer are to:

(a) meet the requirements of ASX to re-comply with the ASX's admission requirements under Chapters 1 and 2 of the Listing Rules;

(b) provide funding for the continued development of Livelynk Group's business model and strategy (Section 8.3(c));

(c) meet the expenses of the Offers; and

(d) provide working capital (including working capital to make Affiliate payments to drive revenue growth) and administration expenditure.

6.8 Use of funds

The Company intends to apply the funds raised from the Public Offer together with existing cash reserves over the first year following reinstatement to quotation of the Company's Shares as follows:

Source of funds	
Cash on hand of the Company and Livelynk[1]	$1,500,000
Funds raised under the Public Offer	$6,000,000
Total funds available	**$7,500,000**
Use of funds	
Business development and expansion of sales and marketing team	$912,000
Software development, maintenance and hosting	$782,400
Corporate overheads	$1,506,000

Taxation liability	$550,000
Repayment of funds owing to Livelynk Secured Creditor	$1,370,000
Costs of the Offers[2]	$578,036
Working Capital (including working capital to make Affiliate payments to drive revenue growth)	$1,801,564
Total funds applied	**$7,500,000**

Notes:

1. This figure assumes that the $1,000,000 available to Livelynk from the Company under the Working Capital Loan Deed has been drawn in full. Refer to Section 13.3 for further details. As at 30 April 2015, the Company had approximately $2,500,000 cash on hand.
2. Refer to Section 14.12 for further details of the costs of the Offers.

As outlined in Section 10 and in the Investigating Accountant's Report in Section 11, as at 31 December 2014 the Company had approximately $2,550,108 cash on hand and Livelynk had approximately $400,182 cash on hand. From 1 January 2015 to 30 April 2015, the Company and Livelynk have spent approximately $1.83m of cash on expenses related to the Acquisition of Livelynk and the Offers and the continuation and further development of Livelynk Group's business. The estimated combined working capital requirement for the Company and Livelynk from 1 May 2015 until completion of the Offers is estimated to be $1.17m.

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

The Directors are satisfied that upon completion of the Offers, the Company will have sufficient working capital to meet its stated objectives as set out in this Prospectus.

The use of further debt or equity funding will be considered by the Board where it is appropriate to expand sales and marketing efforts, accelerate a specific product development or capitalise on further opportunities.

6.9 Capital structure

The proposed pro forma capital structure of the Company following completion of the Offers and the Acquisition is as follows:

Equity component	Shares[1]	Options[2]	Performance Rights
On issue as at date of Prospectus	21,041,001	7,000,000	-
Issued pursuant to the Public Offer	24,000,000	-	-
Issued pursuant to the Livelynk Offer	10,000,000	-	-
Issued pursuant to the MCMG Offer in satisfaction of MCMG Converting Loan	4,000,000	6,500,000	
Performance Rights to be granted to key management personnel			12,500,000[3]

Issued to Advisors[4]	1,500,000	500,000	-
Total following completion of the Acquisition and Offers	**60,541,001**	**14,000,000**	**12,500,000**

Notes:

1. Rights attaching to Shares are summarised in Section 14.1
2. Further details in respect to the terms and conditions of the Options are outlined in the Options table below.
3. Comprising 5,000,000 Class A Performance Rights and 7,500,000 Class B Performance Rights. Further details in respect to the Performance Rights to be granted are outlined in the Performance Rights table below.
4. Shares and New Options to be issued to the Advisors in connection with the Acquisition under the Option Agreement. Refer to Section 13.2 for further details. The terms and conditions of the New Options to be issued to the Advisors are outlined in Section 14.3.

Following completion of the Offers and Acquisition the Company will have 14,000,000 Options on issue as outlined below.

Options	Exercise Price	Expiry Date/ Term	Number
On issue at the date of this Prospectus[1]:	$0.20	31 Dec 2016	7,000,000
Issued to pursuant to the MCMG Offer in satisfaction of MCMG Converting Loan[2]	$0.50	3 years	6,500,000
Issued to Advisors[2]	$0.50	3 years	500,000
Total Options following completion of the Offers			**14,000,000**

Notes:

1. The terms and conditions of the Existing Unlisted Options are outlined in Section 14.2.
2. The terms and conditions of the New Options to be issued to MCMG and the Advisors are outlined in Section 14.3.

The Company will grant 12,500,000 Performance Rights to certain directors and key employees, including the Proposed Directors as outlined below.

Performance Rights	Number
• Class A Performance Rights[1]	5,000,000
• Class B Performance Rights[1]	7,500,000
Total Performance Rights	**12,500,000**

Notes

1. The terms and conditions of the Performance Rights are outlined in Section 14.4.

6.10 Underwritten

The Public Offer is not underwritten.

6.11 Restricted securities

Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and the Company's Shares being reinstated to trading on the ASX, certain Shares, Options and Performance Rights in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement. During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

It is anticipated that:

- 8,529,411 Shares issued to the Vendors (or their nominees) will be subject to ASX escrow for 24 months from the date of re-compliance with the Listing Rules;

- Shares issued upon exercise of 9,250,000 Performance Rights (comprising 3,700,000 Class A Performance Rights and 5,550,000 Class B Performance Rights) to be granted to the Proposed Directors will be subject to ASX escrow for 24 months from the date of re-compliance with the Listing Rules;

- 6,500,000 New Options to be granted to MCMG will be subject to ASX escrow for 12 months from the date of re-compliance with the Listing Rules; and

- 1,500,000 Shares and 500,000 New Options to be issued to the Advisors (or their nominees) will be subject to ASX escrow for 24 months from the date of re-compliance with the Listing Rules.

None of the Shares issued under the Public Offer are expected to be restricted securities.

The Vendors have acknowledged that some or all of the Consideration Shares may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by the ASX. The Vendors will also procure that the other parties who may receive Securities in connection with the Acquisition will execute such form of escrow agreement as required by the ASX.

The restricted securities listed above are subject to change depending on the escrow periods imposed by ASX in accordance with the Listing Rules. Prior to the Company's Shares being reinstated to trading on the ASX, the Company will enter into escrow agreements with the recipients of the restricted securities in accordance with Chapter 9 of the Listing Rules, and the Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow.

6.12 Dividend policy

The Company does not expect to declare any dividends in the near future as its focus will primarily be on using cash reserves to grow and develop Livelynk Group's business.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurances can be given by the Company in relation to the payment of dividends or that franking credits may attach to any dividends.

6.13 How to apply

(a) Public Offer

Applications for Shares under the Public Offer will only be accepted on the general application form accompanying this Prospectus (**Public Offer Application Form**). The Public Offer Application Form must be completed in accordance with the instructions set out on the back of the form.

The Public Offer Application Form must be accompanied by a personal cheque, payable in Australian dollars, or payment to the bank account advised by the Company, for an amount equal to the number of Shares for which the Applicant wishes to apply multiplied by the Application price of $0.25 per Share. Cheques must be made payable to "**Fortunis Resources Limited – Share Offer Account**" and should be crossed "**Not Negotiable**".

Applications for Shares must be for a minimum of 8,000 Shares ($2,000) and thereafter in multiples of 2,000 Shares ($500).

Completed Public Offer Application Forms and accompanying cheques (or payment to the bank account advised by the Company) must be received by the Company before 5.00pm (WST) on the Closing Date at either of the following addresses:

Fortunis Resources Limited
c/- Security Transfer Registrars

Delivery Address	**or**	**Postal Address**
770 Canning Highway		PO Box 535
Applecross, WA 6153		Applecross, WA 6953

Applicants under the Public Offer are urged to lodge their Public Offer Application Forms as soon as possible as the Public Offer may close early without notice.

An original, completed and lodged Public Offer Application Form together with a cheque for the Application Monies or a payment to the bank account advised by the Company, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Public Offer Application Form. The Public Offer Application Form does not need to be signed to be valid. If the Public Offer Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an application as valid and how to construe, amend or complete the Public Offer Application Form is final. However an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque or direct transfer for the Application Monies.

(b) Livelynk Offer

The Livelynk Offer is an offer to the Vendors or their nominees only.

Only the Vendors or their nominees may apply for Shares under the Livelynk Offer.

A personalised application form will be issued to each Vendor or their nominees together with a copy of this Prospectus (**Livelynk Offer Application Form**). The number of Shares to be offered to each Vendor will be outlined in the Livelynk Offer Application Form provided by the

Company. The Company will only provide the Livelynk Offer Application Forms to the persons entitled to participate in the Livelynk Offer.

In order to apply for the issue of Shares under the Livelynk Offer you must complete and return the personalised Livelynk Offer Application Form to:

Company Secretary
Fortunis Resources Limited
47 Outram Street
West Perth WA 6005

by no later than 5.00pm on the Closing Date. If you do not return your Livelynk Offer Application Form by this time and date, then the Livelynk Offer to you will lapse.

(c) **MCMG Offer**

The MCMG Offer is an offer to MCMG only.

Only MCMG may apply for Securities under the MCMG Offer.

A personalised application form will be issued to MCMG together with a copy of this Prospectus (**MCMG Offer Application Form**). The number of Securities to be offered to MCMG will be outlined in the MCMG Offer Application Form provided by the Company. The Company will only provide the MCMG Offer Application Form to MCMG.

In order to apply for the issue of Securities under the MCMG Offer you must complete and return the personalised MCMG Offer Application Form to:

Company Secretary
Fortunis Resources Limited
47 Outram Street
West Perth WA 6005

by no later than 5.00pm on the Closing Date. If you do not return your MCMG Offer Application Form by this time and date, then the MCMG Offer to you will lapse.

6.14 Application monies to be held on trust

Until the Securities are issued under this Prospectus, the Application Monies for Shares under the Public Offer will be held by the Company on trust on behalf of Applicants in a separate bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus. If the Shares to be issued under this Prospectus are not admitted to quotation within three months after the date of this Prospectus, no Shares will be issued and Application Monies will be refunded in full without interest in accordance with the Corporations Act.

6.15 Allocation of Securities

The Directors will determine the recipients of the Shares under the Public Offer in consultation with the Lead Manager. The Directors (in conjunction with the Lead Manager) reserve the right to reject any application or to issue a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no issue is made, the surplus Application Monies will be promptly refunded by cheque to the Applicant (without interest).

Subject to ASX granting approval for quotation of the Shares, the issue of Shares will occur as soon as practicable after the Public Offer closes. Securities under the other Offers will be issued on or about the same date as under the Public Offer. Holding statements will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares.

Applicants who sell the Shares before they receive their holding statement will do so at their own risk.

6.16 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place in which, or to any person to whom it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register this Prospectus or qualify the Securities or otherwise permit a public offering of the Securities the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the issue of the Securities pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

6.17 Lead Manager

The Company has engaged Patersons Securities Limited (AFSL: 239 052) to act as lead manager to the Public Offer.

The Company will pay Patersons Securities Limited a fee of 6% of the total amount raised under the Public Offer and a corporate advisory fee of $60,000 on completion of the Public Offer. Refer to Section 13.4 for a summary of the terms of the Lead Manager Agreement.

6.18 Commissions on application forms

The Company reserves the right to pay a commission of up to 6% (exclusive of goods and services tax) of amounts subscribed to any licensed securities dealers or Australian Financial Services Licensee in respect of valid Applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian Financial Services Licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services Licensee.

6.19 CHESS and Issuer Sponsorship

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). All trading on the ASX in existing Shares is, and in new Shares will be, settled through CHESS. ASX Settlement Pty Ltd (**ASXS**), a wholly-owned subsidiary of the ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules. On behalf of the Company, the

Share Registry operates an electronic issuer sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of securities.

Under CHESS, the Company will not issue certificates to Shareholders. Instead, Shareholders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASXS will send a CHESS statement.

The CHESS statement will set out the number of Securities issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Securities.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Company's share registry and will contain the number of Securities issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their security holding changes. Shareholders may request a statement at any other time, however a charge may be made for additional statements.

6.20 Risks

As with any investment in securities, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 12 of this Prospectus. An investment in the Securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

6.21 Forecast financial information

Given the limited trading history of Livelynk Group outside of the Zhenya Group and the plans of Livelynk Group to expand revenues, there are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the Company's growth strategies the Company's performance in any future period cannot be reliably estimated. On this basis and after considering ASIC Regulatory Guide 170, the Directors believe that reliable financial forecasts for the Company cannot be prepared and accordingly have not included financial forecasts in this Prospectus.

6.22 Privacy statement

If you complete an Application for Securities, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your Application, service your needs as a security holder and to facilitate distribution payments and corporate communications to you as a security holder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your Securities in the context of takeovers; regulatory bodies, including the Australian Taxation Office; authorised securities brokers; print service providers; mail houses and the Share Registry.

You can access, correct and update the personal information that the Company holds about you. If you wish to do so, please contact the Share Registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application Form for Securities, the Company may not be able to accept or process your Application.

6.23 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offers, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

6.24 Enquiries

This is an important document and should be read in its entirety. Investors should consult with their professional advisers before deciding whether to apply for Securities under this Prospectus. Any investment in the Company under this Prospectus should be considered highly speculative.

Questions relating to the Offers can be directed to the Company on +61 8 9321 2111.

7. Industry overview

Livelynk Group operates within the large and fast-growing online advertising market.

7.1 Overview of the Online Advertising Market

Online advertising or internet advertising is a form of marketing and advertising that utilises the internet to deliver promotional marketing messages to consumers. Online advertising can be delivered through email marketing, search engine marketing, social media marketing, webpage display and banner advertising, and mobile device advertising.

The global internet advertising industry is a rapidly growing market that grew from approximately US$59 billion in 2009 to US$117 billion in 2013. See Figure 1.

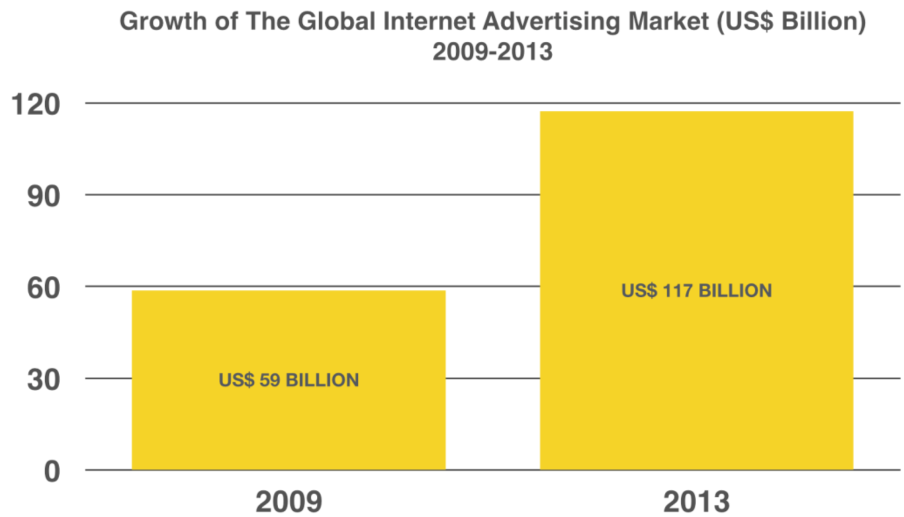

Figure 1: Growth of global internet advertising spend (US$ Billion 2009-2013).

In 2013, as set out in Figure 2, the internet surpassed newspapers to become the world's second-largest advertising medium, behind television. The internet has now also surpassed the combined total of newspaper and magazine advertising spend and captures approximately one in five advertising dollars.

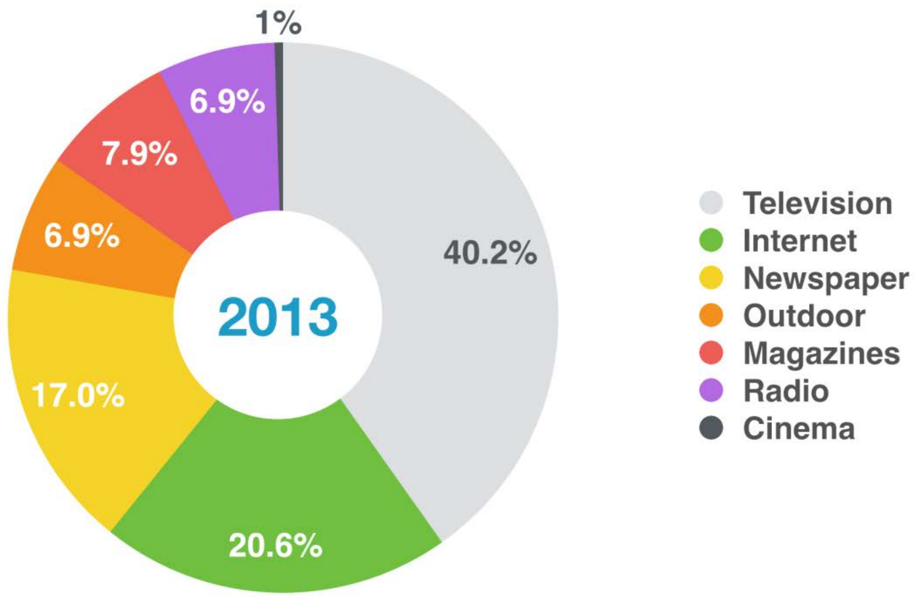

Figure 2: Advertising spend by medium – 2013.

The recent emergence and growth of smart phone penetration and internet usage is likely to continue to enhance the reach of internet advertising.

Livelynk Group's performance-based model, charging on a results-only basis, is well positioned to take advantage of the opportunity to participate in increased performance-based advertising market share and potential growth of the online advertising market (although no assurance or forecast can be given that those events will occur).

7.2 Overview of the Performance-Based Online Advertising Market

Performance-based advertising comprised 65% of the total US online advertising spend in 2013.

Digital performance-based marketing differs from the traditional online display advertising because the merchant of a product or service only incurs an advertising cost when a "conversion" is achieved, such as the sale of a product or service. Additional examples of conversions are software and mobile app installation, customer acquisition, or other measurable goals. Simply put, in a performance-based marketing model, advertising fees are only charged when actual, pre-defined results are achieved.

"Performance-based" refers to the pricing model, which typically includes:

- cost-per-click (**CPC**) - only pay for clicks on a banner or text ad;
- cost-per-acquisition / action (**CPA**) - only pay for a pre-defined "goal" typically a lead or a sale;
- cost-per-install (**CPI**) - only pay per install of a mobile app; or
- cost-per-sale (**CPS**) - only pay for a sale as a percentage of the retail price.

This pricing model is in contrast to the traditional online advertising model of cost-per- mille (**CPM**), being the cost per 1000 views of the advert, which provides the lowest return on investment and may only achieve consumer awareness. The merchant will pay for the awareness regardless of the sales outcome.

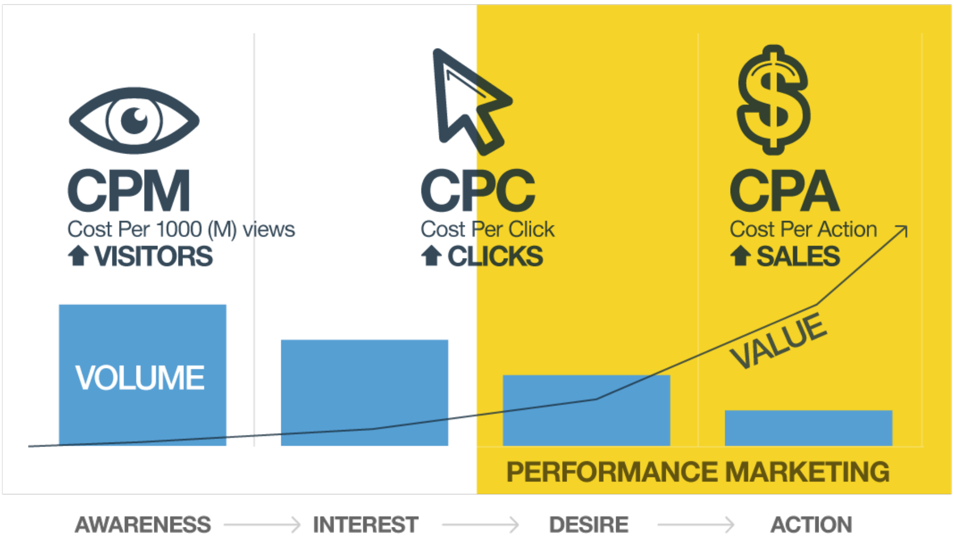

Figure 3: Comparison of the performance based advertising models.

A performance-based marketing model reduces the media spend risk being faced by merchants because they are only paying for results achieved. It delivers greater certainty that advertising campaigns will be cost effective and have a positive return on investment. These factors give merchants greater control over their media budgets and the ability to scale their budgets with a higher degree of confidence.

Digital performance-based marketing can produce the highest return on investment of all marketing activity, online and offline.

Livelynk Group reduces the media spend risk for its clients and ensures performance-based results with transparent cost predictability. Livelynk Group's performance-based revenue model is in high demand with many top advertisers that recognise it as being highly effective for measurable returns on their marketing investment.   Livelynk Group offers a solution that not only aims to reduce the financial risk of its clients but also to significantly drive sales growth and market share in the rapidly expanding global market.

8. Company and Livelynk Group Overview

8.1 Company overview and current assets

The Company is a public company that is listed on ASX (ASX code: FOT). Its principal activities previously focused on mineral exploration in the East Murchison region of Western Australia. In light of difficult market conditions in the mining and exploration sector, the Company has been evaluating high quality and value adding investment opportunities outside the resources industry to take advantage of global market trends and maximise Shareholder value.

The key assets of the Company comprise its cash holding of approximately $2,500,000 as at 30 April 2015 and its exploration assets.

8.2 Company strategy

The Company is proposing to acquire 100% of the issued capital in Livelynk pursuant to the Option Agreement.

Following Completion of the Acquisition and reinstatement to quotation of the Company's Shares on ASX, the Company's primary focus will be to develop the business of Livelynk Group in line with its business model and strategy as outlined further in Section 8.3(c).

The Directors have not made a decision as to how the Company's current mineral exploration assets will be treated, in the event that the Acquisition is completed (which may or may not occur). The Company may seek to sell or otherwise dispose of the Company's current mineral exploration assets, but no decision has yet been made to that effect and no prospective buyer or terms of sale or other disposal have been ascertained.

8.3 Overview of Livelynk Group

(a) Overview of Livelynk Group's Business

Livelynk Group is a digital online performance-based marketing group, with its head office based in Perth, Australia.

Livelynk Group provides strategic management of advertising campaigns acting as an intermediary between its advertiser clients (referred to as "**Advertisers**") and its network of marketing partners (referred to as "**Affiliates**") that deploy digital advertising and marketing campaigns to promote the products and services of the Advertisers to consumers.

Livelynk Group provides its Advertisers with simple, effective and scalable marketing solutions to reach consumers across multiple digital channels including search networks, pay-per-click advertising, display advertising, email marketing, social media marketing, content marketing, mobile marketing and mobile apps**.**

The marketing solutions provided by Livelynk Group are performance-based. This means that Livelynk Group only charges its Advertisers 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.

Examples of conversions include where a customer:

- signs-up (subscribes or registers) for online products such as software or news or entertainment content services, or for offline services such as gym memberships;
- downloads, installs or purchases a mobile app or game;
- completes an online form, or clicks to call, generating a sales "lead" for service providers such as insurance and finance brokers, lawyers, accountants and home improvement providers; or
- purchases a product from an e-commerce retailer or similar business with online sales.

The charge to the Advertiser varies significantly based on the particular advertising campaign as a result of factors including the value of the conversion to the Advertiser (for example where the conversion is a sale of a product or service the amount of commission paid increases as the value of product or service increases), the conversion point determined by the Advertiser (for example leads will generally create less commission than for sales) and the nature of the target consumer. For example the cost of a mobile app install can range from US$0.30 to US$30.00 depending on the geography, handset and demographic of the consumer being targeted. By way of further example, commissions on customer registrations or "leads" can range from US$2.00 to US$1000, depending on the industry and the long term value to the Advertiser.

Livelynk Group typically retains 15 - 20% of the commission payable by the Advertiser from a successful consumer conversion, with the balance payable to the Affiliate who referred the consumer via its marketing efforts.

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

This performance-based business model reduces the media spend risk for Livelynk Group's Advertisers because they are only required to pay Livelynk Group for actual results achieved. Performance-based marketing gives advertisers the certainty of only paying for advertising that gets the desired results, as opposed to paying simply for consumer interest that may not result in a purchase. See Section 7.2 for further information on the online performance-based marketing industry.

Livelynk and its wholly owned subsidiary, Mpire Media, were born from a group of companies controlled by successful entrepreneur, Zhenya Tsvetnenko (**Zhenya Group**). The principal activity of Mpire Media was providing online performance-based marketing services to the Zhenya Group, which was heavily involved in selling mobile products and services to consumers.

Whilst servicing the Zhenya Group, Mpire Media established extensive industry contacts. In addition, because Mpire Media's revenue and cost of sales was dependent on the achievement of successful results, it was crucial for Mpire Media to be able to accurately track the outcomes associated with each advertising campaign. Mpire Media initially made use of tracking software developed by external software providers, but found that the software did not provide the level of accuracy required or contain all the features necessary to accurately measure the return on investment (i.e. the amount it paid to its Affiliates). This led to the development of nxus by Mpire Media's in-house software development team.

During the 2014 financial year, Livelynk decided that the digital online performance-based marketing knowhow and systems Mpire Media had developed whilst servicing the Zhenya Group could be used to pursue new third party Advertisers.

In March 2014, Livelynk incorporated Mpire Network in Canada and operations were established in Toronto to target Advertisers based in North America. Mpire Network is the operating entity, which provides strategic management of advertising campaigns to Livelynk Group's Advertisers and in doing so has adopted the performance-based marketing model originally developed by Mpire Media to provide services to the Zhenya Group.

The Business Development Managers and Affiliate Managers employed by Mpire Network are paid a base salary and are rewarded on a commission basis for successful results. Commission is generally at the rate of 5% of the gross margin achieved by Mpire Network (the difference between the amount payable by the Advertiser for a successful conversion and the amount payable to the Affiliate for the successful conversion). Livelynk Group's Chief Marketing Officer, Mr Jeff Botnick, who is responsible for overseeing Mpire Network's advertising sales function, is entitled to receive a commission of 7.5% of the gross margin generated by Mpire Network. Refer to Section 9.7(a) for further details of Mr Botnick's employment arrangements.

Mpire Media continues to own and develop the nxus software platform. Over the last 3 years Mpire Media has spent nearly 9,000 man hours on the development of nxus.

Although Livelynk Group owns the intellectual property in nxus, it has not yet registered any patents for nxus as patent protection is expensive to develop, obtain and maintain, both from a registration perspective and from an enforcement protection perspective. Additionally, patent protection is often difficult to obtain for software. Livelynk Group however strives to protect its intellectual property rights through common law protections for trade secrets and copyright. Livelynk Group has policies and procedures to address these matters, including appropriate contractual provisions regarding intellectual property rights and confidentiality for employees and third parties. Livelynk Group may investigate further the possibility of attempting to protect its intellectual property through patent filings in the future.

(b) **Livelynk Group Structure**

Livelynk is the holding company of Livelynk Group and operates via its two wholly owned subsidiaries, Mpire Media and Mpire Network.

Set out below is an overview of the existing corporate structure:

Mpire Media (based in Perth) owns and develops the nxus software platform.

Mpire Network (based in Toronto) is the operating entity which manages the digital marketing advertising campaigns of its Advertisers using the nxus software platform.

Livelynk is a holding company that provides administrative and management services to Mpire Media and Mpire Network. Livelynk Group's head office is in Perth, Australia, and the managing director and other directors of Livelynk are based in Perth. All key management personnel of Livelynk Group are also based in Perth, other than Chief Marketing Officer, Jeff Botnick, who is based in Toronto.

(c) **Livelynk Group's Business Model and Strategy**

Livelynk Group is a performance-based digital marketing business that utilises an affiliate marketing model. Under this business model, Livelynk Group pays each Affiliate partner a commission on all referred consumers brought by that Affiliate's marketing efforts to the Advertiser's product or service. This commission can be the result of a lead, customer acquisition, or a sale.

Livelynk Group's marketing business has three core players, as set out below:

Figure 4: How Livelynk Group's affiliate marketing works.

- the Advertiser – Livelynk Group's client. Typically a merchant or brand owner who wants to acquire consumers as part of their sales activities;

- the Network – Livelynk Group (mpire in Figure 4 above). The intermediary that provides its Advertisers with a vast consumer audience by strategically accessing its large base of Affiliates. Livelynk Group also ensures that the process is appropriately tracked, so that the resulting conversions (i.e. consumer purchases) are quantified, Advertisers are invoiced and Affiliates are paid (based on the results achieved); and

- the Affiliates – Livelynk Group's marketing partners. Affiliates are essentially the online marketing force of the Advertisers who deploy marketing campaigns and direct consumers to those campaigns by way of Livelynk Group network. Affiliates attract and direct consumers to the Advertiser's products through a variety of methods including but not limited to banner display (both on desktop and mobile), social media advertising (for example: Facebook), search engine marketing including both pay per click (PPC) and search engine optimization (SEO), pop up traffic and email marketing.

Livelynk Group has spent the last 5 years building its own Affiliate network, refining its marketing campaign methodologies and developing strong relationships with key Affiliates across the many sectors in which it operates.

Today, Livelynk Group has a network of over 600 Affiliates partners and more than 200 Advertisers to which it provides services in more than 180 countries.

Livelynk Group provides Advertisers with a continued recruitment of quality Affiliates who can be grouped by promotional category and appropriately sourced for particular advertising campaigns. Livelynk Group also provides valuable targeting of various consumer audiences that different Affiliates are able to reach, to help Advertisers achieve their marketing objectives. Different types of products achieve greater results from different digital traffic sources.

Livelynk Group will generally provide Advertisers a fast route to market given that it has an active database of Affiliates who are able to promote the campaigns that are suitable to their area of expertise. This enables a faster turnaround for the Advertiser to launch online media campaigns than they would likely be capable of otherwise. Livelynk Group can also provide relevant information in the form of aggregated statistics, which provide direction to the Affiliate with regard to what traffic types work best on each particular campaign.

Affiliates benefit from networks such as that operated by Livelynk Group because they can find a large range of appropriate campaigns in one location. Networks also make it easy for Affiliates to access brand Advertisers that would be difficult to otherwise engage as an individual or small company. Another major advantage for an Affiliate when dealing with a network as opposed to an individual Advertiser is payment expedition. Networks generally provide better payment terms to Affiliates, which in turn allows them to reinvest into their marketing initiatives, thus increasing the volume of sales they can generate and ultimately leading to higher revenue.

Data has been a key focus for Advertisers over the past few years and it is becoming increasingly important. Livelynk Group, using its proprietary custom built software, nxus, analyses data from all transactions across its network giving valuable insights into each part of the consumer journey and purchase behaviour. The vast levels of data collected across the network provide Advertisers with the opportunity to evaluate performance and gain insights into touch points and behaviours that ultimately lead to the final transaction. The uses of data collected from the network are vast and can benefit Advertisers and Affiliates alike when shared effectively via the network.

Livelynk Group operates a centralised, multiple device, omni-channel (that is, across all digital channels) approach that enables it to reach consumers on any device and in any medium. This approach provides better returns for both Advertisers and Affiliates, enabling advertisements to be presented to consumers in all possible channels, rather than any specific channel or medium, to enhance the prospects of a purchase. Livelynk Group can track engagement and transactions across the different channels and analyse the data throughout the journey in real-time.

For Livelynk Group to grow its business it needs to focus on the following key areas:

1. Increase spend by existing Advertisers

Livelynk intends to increase the advertising spend by its existing Advertisers through increased repeat business from satisfied Advertisers, and from being able to afford increased advertising expenditure with its Affiliates due to an improved working capital financial position.

To attract quality Affiliates, Livelynk Group offers competitive payment terms which result in Affiliates being paid on a weekly basis. However, the majority of Advertisers are required to settle their invoices on 30 day terms. This means that Affiliates are paid for their marketing efforts before funds are collected from the Advertiser of the campaign, which creates a working capital lag. Despite Livelynk Group achieving growth in Advertiser revenues on a monthly basis, Livelynk Group's limited cash reserves has made it necessary to limit spending with Affiliates so that their payment terms can be met.

Livelynk Group intends to use a portion of the funds raised from the Public Offer as an internal working capital facility to fund the working capital lag that results from the time difference between payments to Affiliates and collections from Advertisers. This will enable Livelynk Group to increase its spend budgets with Affiliates (paying only when successful outcomes are achieved), and to charge additional advertising fees to its Advertisers.

2. Recruit additional Advertisers and Affiliates

Recruitment of quality Advertisers and Affiliates is crucial to the growth of Livelynk Group's business. Livelynk Group intends to use a portion of the Public Offer funds on business development initiatives and on expanding its sales and marketing team.

Livelynk Group plans on growing its sales and marketing team to include additional Business Development Managers, who will be tasked with recruiting new Advertisers, and additional Affiliate Managers, who will be responsible for recruiting Affiliates and managing them on a daily basis to monitor the level of online traffic and the conversion rate (i.e. the number of consumers who make a purchase or other conversion as a percentage of the number of consumers the Affiliate directed to the Advertiser's product).

Business Development Managers and Affiliate Managers are paid a base salary and are rewarded on a commission basis for successful results. Commission is generally at the rate of 5% of the gross margin achieved by Livelynk Group (the difference between the amount payable by the Advertiser for a successful conversion and the amount payable to the Affiliate for the successful conversion).

Business development initiatives include attending marketing affiliate trade shows and summits which have historically proven to be very successful in signing up new Affiliates.

3. Grow Gross Margin

The gross margin is the difference between the amount payable by the Advertiser for a successful conversion and the amount payable to the Affiliate for that successful conversion.

As Livelynk Group strengthens its relationships with both its Advertisers and its Affiliates, it envisages being able to increase the gross margin. Advertisers may be willing to pay more per successful outcome once Livelynk Group has a proven track record of consistently delivering consumers for the Advertisers products or services. Affiliates may be willing to reduce the amount they are paid by Livelynk Group for each successful outcome once Livelynk Group has consistently demonstrated that it can make available quality products and services for the Affiliates to promote. The higher the conversion rate that can be achieved by the Affiliates, the more traffic they will send to the Advertisers' products. Affiliates may be willing to accept reduced commission rates if they are confident that their efforts will result in high volumes of successful conversions.

While Livelynk Group's immediate focus is on growing its revenues from its digital advertising business, it also proposes to further develop and commercialise nxus as a "Software as a Service" (SaaS) product that can be sold to Advertisers to enable them to track the engagement and transactions generated from advertising campaigns. See Section 8.3(e) for further details.

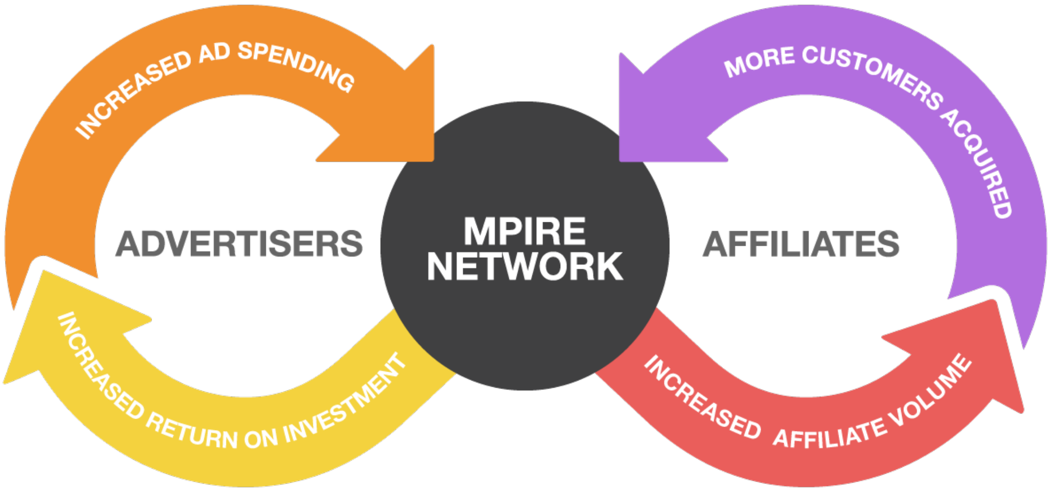

Figure 5: Depiction of potential revenue growth of business model

(d) **Livelynk Customers and Revenue Model**

Livelynk Group is typically engaged by Advertisers on an "as needs" basis for specific advertising campaigns. In this sense, Livelynk Group is involved in short term engagements and sources Affiliates for the specific advertising campaigns. Livelynk Group is not party to any specific long term or major contracts with any particular Advertisers, and accordingly there is no single advertising contract that contributes to a significant part of Livelynk Group's revenue, or upon which Livelynk Group's operating performance is dependent.

Notwithstanding the short term and specific nature of the advertising campaign engagements, Livelynk Group is experiencing growth in repeat business from Advertisers who have experienced satisfying results and returns on investment from their advertising spend. In February 2015, Livelynk Group acted for some 74 Advertisers, including 58 who had returned for repeat business, indicating a high proportion of Advertiser retention.

Livelynk Group has provided services to a variety of Advertisers and has experienced an increase in demand from more traditional brands also seeking to reach and engage online and mobile consumers. Among Livelynk Groups' clients are Facebook, Samsung and Amazon with mobile app campaigns; Hotels.com, Expedia, Hotels Tonight and StubHub! promoting travel and leisure campaigns; Supercell and Machine Zone, creators of hugely popular mobile games; and traditional retailers such as Liberty Mutual, ADT and DISH Network.

Livelynk Group's revenue model is purely performance-based. Livelynk only earns a commission when a defined conversion is achieved. Similarly, Livelynk Group is only obliged to pay its Affiliates when that conversion is achieved. This conversion is generally a lead, customer acquisition, or a sale. Livelynk typically retains 15 - 20% of the commission payable by the Advertiser from a successful consumer conversion, with the balance payable to the Affiliate who referred the consumer via its marketing efforts.

Since commencing the business in its current form (managing online performance-based advertising campaigns of third parties) in July 2014, Livelynk Group's monthly revenue has grown as detailed below:

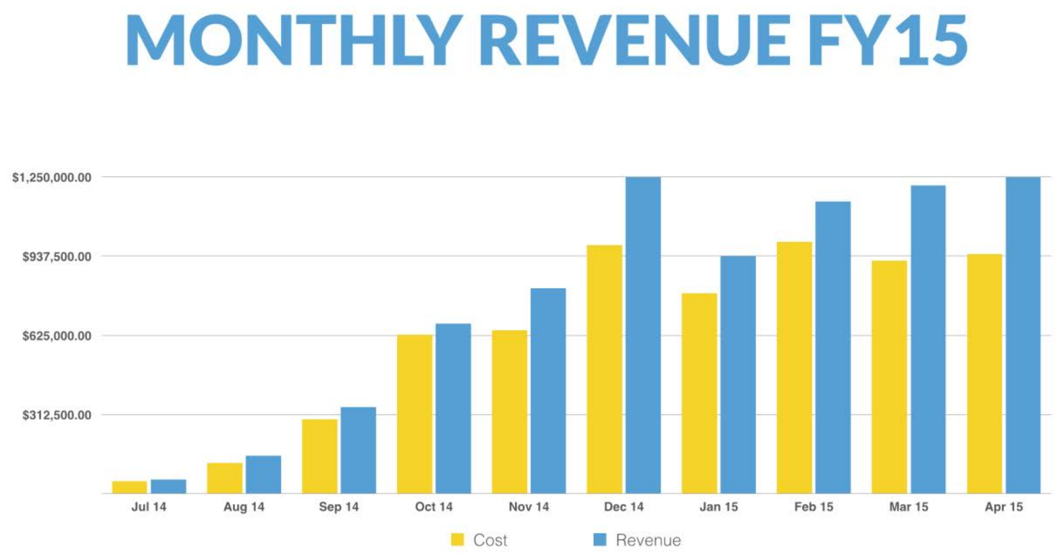

Figure 6: Livelynk Group advertising revenue and affiliate commission costs to date for the financial year ending 30 June 2015 (unaudited).

Advertising revenue illustrated above is the amount Livelynk Group charges it Advertisers for conversions. Affiliate commission costs are the costs Livelynk Group incurs from its Affiliates for generating conversions. The cost figures illustrated above do not include any other costs of the business such as employee costs, operating expenses or any other general and administrative expenses. Further details regarding Livelynk Group's financial performance are set out in Section 10 and in the Investigating Accountant's Report in Section 11.

Achieving revenue growth is working capital intensive, because the payment terms on which Livelynk Group pays its Affiliates on a campaign is shorter than the payment terms upon which Livelynk Group receives payment from Advertisers for that campaign. Typically, Livelynk Group is required to pay its Affiliates weekly whereas Advertisers pay Livelynk on 30 day terms.

Livelynk Group's business has only been operating in its current form of sourcing third party advertising clients from outside the Zhenya Group since July 2014. In its current form, Livelynk Group's business should therefore be considered as having a limited operating history. Whilst revenue is currently being generated and has grown since July 2014, the business is currently loss making. Livelynk Group's business should accordingly be considered high risk and speculative.

(e) **Overview of Livelynk Technology and Products**

Via its nxus software platform, Livelynk Group makes its Advertisers' campaigns available to its Affiliates. Affiliates can source, or be selectively sourced by Livelynk Group, for particular campaigns to which their consumer reach will be beneficial. Affiliates use an array of methods (as outlined in Section 8.3(a)) to deploy marketing campaigns to consumers and then "funnel" those consumers through to the Advertiser's website via nxus. The process of "funnelling" refers to deploying a campaign via nxus to a large number of consumers and then filtering those consumers so as to identify a smaller pool of consumers with a real interest in the product or service. Action is taken to target this pool of consumers who may ultimately make a purchase. nxus tracks and analyses data from all consumer transactions across its network.

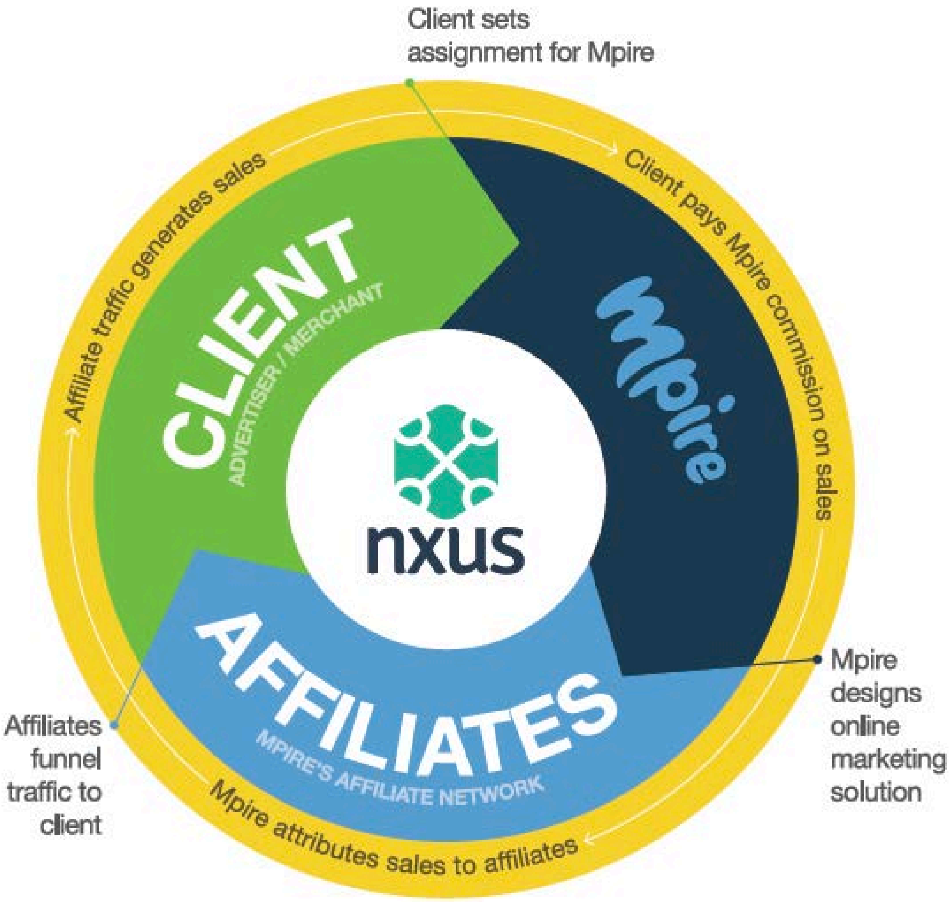

Figure 7: Illustration of the campaign process and stakeholders in Livelynk Group network.

nxus provides real-time attribution tracking, analytics and reporting data to manage the entire Affiliate network and advertising campaign process. This enables Livelynk Group to ascertain when a consumer conversion has occurred and to commence the process of invoicing Advertisers and paying Affiliates. It also enables the Advertiser to measure the connection between the reach of the Affiliate's advertising efforts and the intended action, as well as the ability to adjust and optimise the campaign on that basis.

Livelynk Group uses nxus to track engagement and transactions across multiple channels and analyse the data throughout the consumer life-cycle. nxus accurately records and analyses hundreds of millions of user events each month. nxus provides various methods to track users and events across multiple devices and channels including link tracking, cookies, ID based tracking, javascript, fingerprint and mobile device ID through the inclusion of tracking code, software development kit or platform integrations with its Affiliates and Advertisers. nxus is able to observe a specific user's behaviour once that user has entered the network between the Affiliate activity and the Advertiser, to present a detailed picture of how (through which device and browser), when (the point of transaction, including if the user makes the purchase immediately or if they make an initial enquiry and later return) and what they buy. While nxus enables information about a specific user to be deciphered and tracked, personal information not permitted to be captured under applicable privacy laws and regulations is not captured. The data captured in respect of specific users can also be aggregated to provide more general or global information regarding user behaviour.

Such data analysis enables Livelynk Group to optimise and enhance the performance of its Advertisers' campaigns and increase their revenue which ultimately delivers substantially improved return on investment. Making nxus available as a service to Advertisers, with its attribution measurement features, may provide transparency into what drives consumer purchases and help Advertisers create engaging and relevant content for consumers.

nxus attribution tracking software – SaaS enterprise solution for performance marketing

A significant opportunity exists to deliver nxus as a Software-as-a-Service (**SaaS**) product to third parties. Whilst not an immediate focus, it is Livelynk Group's intention to commercialise nxus, which if successful, will form a significant part of the growth potential of the business. This will require an accompanying investment in operational support staff, customer support staff, and sales and marketing staff. In addition, formal documentation will need to be developed for both the support and customer service staff.

nxus as a SaaS product could assist businesses who advertise using online performance-based marketing to better manage their business through direct access to its efficient, simple-to-use tools and real-time attribution tracking and analytics. Livelynk Group has developed nxus over the last 3 years due to the need for a scalable and comprehensive network platform to build revenues, measure conversions, optimise digital spend, and accurately manage Advertisers' campaigns on a real time basis. nxus provides a suite of easy to use features, specialised tools and simplified workflows which allows Livelynk Group to enhance the effectiveness and efficiency of performance-based marketing. nxus is currently used to manage the entire life-cycle of Livelynk Group's Affiliate network, with approximately 250 million monthly clicks delivered in over 180 countries generating over 800,000 monthly conversions.

The nxus platform has a SaaS automated distributed infrastructure based design. The platform is accessible as a web service to users on any web enabled device. nxus has been developed using a standard range of programming technologies operating on an open source model using a Linux-Based, LAMP stack, incorporating MySQL database with functionality programmed in JavaScript and PHP languages.

The nxus product team follow an agile work methodology and strict continuous integration release procedures that result in rapid development and high frequency deployment of updates to the end user.

As a web service, the nxus system is designed for high volume transactions and scalability of the system, both vertically and horizontally, with load balancing across services and the ability, through automation, to create multiple virtual server environments. This structure allows for redundancy and high availability without unnecessary expense. The nxus production environment currently operates across multiple Tier 1 "cloud" providers, Amazon Web Services (AWS) and Rackspace, ensuring cost-effective site availability and scalability.

8.4 Financial information

Information relating to the financial information of the Company and Livelynk Group is set out in Section 10 of this Prospectus and in the Investigating Accountant's Report in Section 11 of this Prospectus.

9. Directors, key management and corporate governance

9.1 Director profiles

Subject to the Completion of the Acquisition it is intended that the Board of the Company will be comprised of Darren Wates, Zhenya Tsvetnenko and Luke Taylor. Existing Directors John Rubino and Peter Alexander intend to resign as Directors following Completion of the Acquisition. The Proposed Directors are both Directors of Livelynk and an entity controlled by Zhenya Tsvetnenko, Zhenya Holdings, is a shareholder of Livelynk.

Following Completion of the Acquisition, the Board will seek to identify new candidates with additional expertise to complement that Board and support the Company's growth plans.

Brief profiles of the Directors of the Company following Completion of the Acquisition are set out below.

Darren Wates
Non-Executive Chairman

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. 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.

Luke Taylor
Managing Director

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 and its launch beyond the Zhenya Group. 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. Mr Taylor holds a Diploma of Computer Animation & Graphics, Diploma of Screen (Digital Film) and a Certificate III Multimedia Production. During the last three years Mr Taylor has not been a director of any other listed companies.

Refer to the Executive Services Agreement - Managing Director in Section 9.6(a) for a summary of the material terms of Mr Taylor's engagement.

Zhenya Tsvetnenko
Non-executive Director

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.

Brief profiles of the Existing Directors who are proposed to resign following Completion of the Acquisition are outlined below.

John Rubino
Non-executive Chairman (Proposed to resign)

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
Technical Director (Proposed to resign)

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.

9.2 Key management personnel

In addition to the executive capacity of Mr Luke Taylor, who is the current Managing Director of Livelynk and will be Managing Director of the Company upon Completion of the Acquisition, the following persons are the key management personnel of Livelynk and will comprise the key management personnel of the Company upon Completion of the Acquisition.

Jeff Botnick
Chief Marketing Officer

Mr Botnick has been the Chief Marketing Officer of Livelynk since February 2014, during which time he has been responsible for building, leading and directing Livelynk Group's sales team, while expanding Livelynk Group's Affiliate network. Mr Botnick has over 12 years' of experience in the digital marketing and ecommerce industry, with specific significant experience in performance based marketing. Mr Botnick has experience in managing teams in both start-up and mature businesses. Prior to joining Livelynk, Mr Botnick managed the digital marketing operations of two of the largest performance based agencies in North America. Mr Botnick holds a bachelor degree in Arts.

Fiona Muir
Chief Financial Officer and Company Secretary

Ms Muir is a chartered accountant with over 14 years' experience in both commerce and professional practice in South Africa, Australia and the United Kingdom. Ms Muir has extensive experience in corporate transactions having worked as the Chief Financial Officer of ASX listed Cape Lambert Resources Limited and Xceed Resources Limited. Ms Muir has also acted as Company Secretary for a number of ASX listed entities including DMC Mining Limited, Corvette Resources Limited, Matrix Metals Limited and Xceed Resources Limited.

Please refer to the Executive Services Agreement summaries in Section 9.7 for details of the material terms of engagement of the key management personnel.

9.3 Directors' interests

Other than as set out in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offers; or

(c) the Offers,

and the Company has not paid any amount or provided any benefit, or agreed to do so, to any Director, either to induce that Director to become, or to qualify them as a director of the Company, or otherwise, for services rendered by them in connection with the formation or promotion of the Company or the Offers.

9.4 Directors' Securities interests

Directors are not required under the Company's Constitution to hold any Shares.

The interests of the Directors in securities of the Company as at the date of this Prospectus are as follows.

Director	Shares		Existing Unlisted Options[1]
	Number	%	
John Rubino	1,200,000	*5.70%*	1,100,000
Peter Alexander	1,200,000	*5.70%*	1,100,000
Darren Wates	500,001	*2.38%*	1,000,000
Zhenya Tsvetnenko	-	-	-
Luke Taylor	-	-	-

1. Options each exercisable at $0.20 on or before 31 December 2016. Further terms and conditions of the Existing Unlisted Options are outlined in Section 14.2.

Existing Director, Mr Peter Alexander, has advised that he intends to subscribe for up to 160,000 Shares under the Public Offer. The other Existing Directors and the Proposed Directors have advised that they do not intend to subscribe for any Shares under the Public Offer.

The anticipated interests of the Directors in the securities of the Company, following Completion of the Acquisition and the Offers (assuming the subscription for Shares under the Public Offer by Mr Alexander as noted above), are as follows:

Director	Shares		Existing Unlisted Options[2]	Class A Performance Rights[3]	Class B Performance Rights[3]
	Number	%			
John Rubino	1,200,000	*1.98%*	1,100,000	-	-
Peter Alexander	1,360,000	*2.25%*	1,100,000	-	-
Darren Wates	500,001	*0.83%*	1,000,000	-	-
Zhenya Tsvetnenko[1]	7,500,000	*12.39%*	-	2,400,000	3,600,000
Luke Taylor	-	-	-	1,300,000	1,950,000

1. Zhenya Tsvetnenko is the controller of Vendor, Zhenya Holdings, and will have a relevant interest in the Consideration Shares to be issued to Zhenya Holdings.

2. Options each exercisable at $0.20 on or before 31 December 2016. Further terms and conditions of the Existing Unlisted Options are outlined in Section 14.2.

3. Refer to Section 14.4 for the terms and conditions of the Performance Rights.

9.5 Remuneration of Directors

The Constitution provides that the remuneration of non-executive Directors will not be more than the aggregate fixed sum determined by a general meeting of Shareholders, which is currently $250,000 per annum. The annual remuneration payable to each of the Existing Directors is as follows (inclusive of statutory superannuation contributions):

Director	Annual Remuneration
John Rubino	$11,000
Peter Alexander	$22,000
Darren Wates	$33,000

The Company entered into a consultancy agreement with Darren Wates for the provision of management services to the Company in connection with the Acquisition. 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 is entitled to fees of $25,000 per month (exclusive of GST). This consultancy agreement will come to an end upon the Company's Shares being reinstated to quotation on ASX.

Capri Corporate, a consultancy service provider associated with Mr Wates' spouse, is engaged to provide financial management services to the Company and is paid a fee of $1,667 per month (exclusive of GST). Capri Corporate has also been engaged to provide additional assistance in relation to the Acquisition and the Prospectus at commercial hourly rates and will be paid fees of approximately $5,000 (exclusive of GST) in this regard.

Following Completion of the Acquisition and Offers it is proposed that the Directors' fees will be $60,000 per annum for the non-executive Chairman and $48,000 per annum for non-executive Directors (exclusive of statutory superannuation contributions).

The remuneration of executive Directors and key management personnel will be determined by the Board. A summary of the material terms of employment of Mr Luke Taylor, the Managing Director elect, and key management personnel are outlined in Sections 9.6(a) and 9.7.

The annual remuneration (exclusive of superannuation) payable to each of the Directors following Completion of the Acquisition and the Offers is as follows:

Director	Annual Remuneration
Luke Taylor	$200,000[1]
Darren Wates	$60,000
Zhenya Tsvetnenko	$48,000
1. Refer to Section 9.6(a) for details of Mr Taylor's Executive Services Agreement	

9.6 Agreements with Directors or Related Parties

(a) Executive Service Agreement - Managing Director

The Company and Mr Taylor have entered into an executive services agreement for Mr Taylor's role as Managing Director of the Company, effective on Completion of the Acquisition.

The principal terms of the executive services agreement with Mr Taylor for the position of Managing Director are as follows:

i) The engagement is for a term of three years, which period may be extended by mutual agreement.

ii) The agreement may be terminated:

   (A) by either party without cause with six months' notice, or in the case of the Company, immediately with payment in lieu of notice;

   (B) 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

   (C) promptly following material breach or in the case of misconduct.

iii) A base salary of $200,000 p.a. (exclusive of statutory superannuation).

iv) Other industry standard provisions for a senior executive of a public listed company.

As part of the Acquisition, Mr Taylor will be granted Performance Rights under the Tech Mpire Performance Rights Plan as outlined in Section 9.4.

(b) **Relationship between Proposed Directors and Livelynk**

Proposed Directors, Mr Zhenya Tsvetnenko and Mr Luke Taylor are also directors of Livelynk.

Zhenya Holdings (an entity controlled by Mr Tsvetnenko) is a shareholder in Livelynk. The Company proposes to acquire the shares in Livelynk held by Zhenya Holdings as part of the Acquisition. Accordingly Zhenya Holdings will receive a proportion of the Consideration Shares on Completion of the Acquisition, being 7,500,000 Shares.

It is also intended that Proposed Directors Mr Zhenya Tsvetnenko and Mr Luke Taylor will be granted Performance Rights under the Performance Rights Plan. It is proposed that they will be issued up to 3,700,000 Class A Performance Rights and 5,550,000 Class B Performance Rights in total.

Refer to Sections 9.4 and 14.4 for further details.

(c) **Deeds of indemnity, insurance and access**

The Company is party to a deed of indemnity, insurance and access with each of the Existing Directors and is proposing to enter into similar deeds with each of the Proposed Directors upon their appointment. Under these deeds, the Company indemnifies each Director to the extent permitted by the Corporations Act against any liability arising as a result of the Director acting as a director of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant Director and must also allow the Directors to inspect board papers in certain circumstances.

9.7 Agreements with key management personnel

Refer to Section 9.6(a) for a summary of the key terms of Mr Taylor's Executive Services Agreement for the position of Managing Director.

(a) **Executive Services Agreement – Chief Marketing Officer**

The principal terms of Mr Botnick's employment agreement with Livelynk for the position of Chief Marketing Officer include:

i) The agreement has no fixed term and may be terminated:

(A) by Mr Botnick with three months' notice;

(B) by Livelynk without cause with seven days' notice and payment of six months' salary;

(C) by Livelynk immediately for cause.

ii) 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 Livelynk's Canadian subsidiary, Mpire Network (gross profit being the difference between the amount payable by the Advertiser for a successful conversion and the amount payable to the Affiliate for the successful conversion).

iii) Mr Botnick is based in Toronto, Canada, but may be required to spend up to 15% of his time travelling and working overseas.

As part of the Acquisition, Mr Botnick will be granted 1,300,000 Class A Performance Rights and 1,950,000 Class B Performance Rights under the Tech Mpire Performance Rights Plan.

(b) **Executive Services Agreement – Chief Financial Officer and Company Secretary**

The principal terms of Ms Muir's employment agreement with Livelynk for the position of Chief Financial Officer include:

i) The agreement has no fixed term and may be terminated:

(A) by Ms Muir with three months' notice;

(B) by Livelynk with three months' notice or payment in lieu of notice;

(C) by Livelynk immediately for cause.

ii) Ms Muir receives an annual salary of $183,000 (exclusive of statutory superannuation);

With effect from Completion, Ms Muir will also be appointed company secretary of the Company.

9.8 Corporate governance

This summary identifies the key corporate governance policies and practices adopted by the Company's Board. The Board is committed to ensuring continued investor confidence in the operations of the Company and in maintaining high standards of corporate governance in the performance of their duties.

The role of the Board

The role of the board of Directors is to provide strategic guidance to the Company (and its related bodies corporate), effective oversight of management and to provide a sound base for a culture of good corporate governance within the Company.

The Board will always retain ultimate authority over the management and staff of the Company and its related bodies corporate.

In performing its role, the Board should act, at all times:

(a) in recognition of its overriding responsibility to act honestly, fairly and in accordance with the law in serving the interests of the Company, its shareholders, as well as its employees, customers and the community;

(b) in a manner designed to create and continue to build sustainable value for shareholders;

(c) in accordance with the duties and obligations imposed upon them by the Company's constitution and applicable law; and

(d) with integrity and objectivity, consistently with the ethical, professional and other standards set out in the Company's corporate governance policies.

Responsibilities of the Board

The responsibilities of the Board include:

(a) represent and serve the interests of Shareholders by overseeing and appraising the Company's strategies, policies and performance;

(b) protect and optimise the Company's performance and build sustainable value for Shareholders;

(c) set, review and ensure compliance with the Company's values and governance framework; and

(d) ensure that Shareholders are kept informed of the Company's performance and major developments.

Composition of the Board

Under the Company's constitution, the minimum number of Directors is three and the maximum number is nine. The Board at the date of this Prospectus comprises of 3 Directors, namely John Rubino, Peter Alexander and Darren Wates. Upon Completion of the Acquisition, the Board will comprise of 3 Directors, namely Darren Wates, Zhenya Tsvetnenko and Luke Taylor. The Directors consider the size and composition of the Board is appropriate given the current size and status of the Company.

Each Director is bound by all of the Company's charters, policies and codes of conduct. If the Board determines it is appropriate or necessary, they may establish committees to assist in carrying out various responsibilities of the Board. Such committees will be established by a formal charter.

The Board delegates the management of the Company's business and day to day operation to the Managing Director who is authorised, in turn, to delegate such powers conferred on him or her to members of the senior management group.

The Board seeks to nominate persons for appointment to the Board who have the qualifications, experience and skills to augment the capabilities of the Board.

Independence of Directors

The Board considers the issue of independence with regard to a set of questions outlined in the Board charter. The issue is considered in light of a materiality threshold relevant to the particular time of the issue.

Independent professional advice

The Directors are entitled to seek independent professional advice at the Company's expense on any matter connected with the discharge of their responsibilities. Such advice may be sought in accordance with the procedures set out in the Board charter.

Securities trading policy

The Company has adopted a formal policy for dealing in the Company's securities by Directors and employees and their related entities (in accordance with Listing Rule 12.9). The securities trading policy regarding allowable dealings is that those persons should:

(a) not deal in the Company's securities while in possession of price sensitive, non-public information; and

(b) only trade in the Company's securities after receiving clearance to do so from a designated clearance officer, where clearance may not be provided in defined "blackout periods".

The securities trading policy is available on the Company's website at www.fortunisresources.com.au

Remuneration policy

The Company has adopted a remuneration policy designed to align individual and team reward and encourage executives to perform to their full capacity.

Remuneration packages may contain any or all of the following:

(a) annual salary base with provision to recognise the value of the individuals' personal performance and their ability and experience;

(b) rewards, bonuses, commissions, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution;

(c) Share participation – the Company proposes to implement the Performance Rights Plan (refer to Section 14.5 for further details); and

(d) other benefits, such as holiday leave, sickness benefits, superannuation payments and long service benefits.

The Board will determine the appropriate level and structure of remuneration of the executive team and such consideration will occur each year on the recommendation of the Managing Director.

Remuneration of executives will be reviewed annually by the Board. Determination of Non-Executive Director's fees is with regard to the long term performance of the Company.

Continuous disclosure policy

The Company, as a listed public company, is required to disclose price sensitive information to the market as it becomes known to comply with the continuous disclosure requirements of the Corporations Act and the Listing Rules.

The continuous disclosure policy of the Company ensures that all Shareholders and investors have equal access to the Company's information, to the extent practicable. Price sensitive information will be disclosed by way of an announcement to the ASX and placed on the Company's website.

Shareholder communication

The Board strives to ensure that Shareholders are provided with full and timely information to assess the performance of the Company and its Directors and to make well-informed investment decisions.

Information is communicated to Shareholders:

(a) through the release of information to the market via the ASX;

(b) through the distribution of the annual report and notice of annual general meeting;

(c) through letters and other forms of communications directly to Shareholders; and

(d) by posting relevant information on the Company's website.

Ethical standards and business conduct

The Board recognises the need for Directors and employees to observe appropriate standards of behaviour and business ethics when engaging in corporate activity. Through its code of conduct, the Board intends to maintain a reputation for integrity. The Company's business ethics are founded on openness, honesty, fairness, integrity, mutual respect, ethical conduct and compliance with laws.

The standards set out in the code of conduct are required to be adhered to by officers and employees of the Company. The code of conduct and further details of these standards can be found on the Company's website.

ASX Corporate Governance Principles and Recommendations

Where possible and having regard to the size and nature of the Company's operations, the Board has adopted the Corporate Governance Principles and Recommendations (3rd Edition) issued by the ASX Corporate Governance Council. As a listed entity the Company has been required to report any departures from the principles and recommendations in its annual report. The Company's departures from the principles and recommendations, as at the date of re-admission to the Official List, are set out in the table below.

Recommendation	Nature of departure	Explanation for departure
1.5	Measurable objectives for achieving gender diversity have not been established or disclosed.	The Company has not formally established measurable objectives for achieving gender diversity given the current stage of its operations and number of employees. The Company has however adopted 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. The Company will review the requirement to set and report on measurable objectives for achieving gender diversity as the Company's operations and

Recommendation	Nature of departure	Explanation for departure
		employee numbers grow.
2.4	Following re-admission to the Official List the majority of the Board will not be independent.	Following re-admission to quotation the majority of the Board will not be independent Directors. As one of the Proposed Directors will be the Managing Director and the other a substantial shareholder, they do not pass the criteria of independence outlined in the recommendations. The proposed Board comprises two non-executive Directors and one executive Director. The proposed 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 proposed business activities and level of operations. The Board considers that its proposed structure is appropriate in the context of the Company's change of activities. The Company considers that the proposed non-independent Directors possess the skills and experience suitable for building the Company. Furthermore, the Board considers that in the current phase of its 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 new operations evolve, and may appoint additional independent directors as it deems appropriate

10. Financial Information

10.1 The Company

This Section contains a summary of the audited historical statement of profit and loss and statement of financial position of the Company for the period from incorporation through to 30 June 2013 and the year ended 30 June 2014, and the reviewed statement of profit and loss and statement of financial position of the Company for the half year ended 31 December 2014 that the Directors consider relevant to investors. The financial information presented is in an abbreviated form and does not contain all of the disclosures that are usually contained in statutory accounts prepared in accordance with the Corporations Act.

Company Financial Information	Audited period ended 30 Jun 2013 $	Audited FY ended 30 Jun 2014 $	Reviewed HY ended 31 Dec 2014 $
Interest revenue	45,318	93,375	39,366
Operating expenses	(72,489)	(146,817)	(84,508)
EBITDA	(27,171)	(53,442)	(45,142)
Depreciation	(1,121)	(1,366)	(245)
EBIT	(28,292)	(54,808)	(45,387)
Interest expense	-	-	-
Loss before income tax	**(28,292)**	**(54,808)**	**(45,387)**
Income tax benefit/(expense)	-	-	-
Loss after tax from continuing operations	**(28,292)**	**(54,808)**	**(45,387)**
Total assets	2,750,384	2,694,580	2,648,552
Total liabilities	11,267	5,477	4,836
Net assets	**2,739,117**	**2,689,103**	**2,643,716**

HLB Mann Judd has prepared an Investigating Accountant's Report which incorporates the reviewed financial information for the Company for the half year ended 31 December 2014. Please refer to Section 11 of the Prospectus for further information.

The audited financial statements (inclusive of significant accounting policies) of the Company for the period from incorporation through to 30 June 2013 and the year ended 30 June 2014, and the reviewed financial statements for the half year ended 31 December 2014 are available on the Company's website at www.fortunisresources.com.au or free of charge by request to the Company on +61 8 9321 2111.

10.2 Livelynk Group

This Section contains a summary of the audited historical statement of profit and loss and statement of financial position of Livelynk Group for the three years ended 30 June 2014 and the reviewed historical statement of profit and loss and statement of financial position of Livelynk Group for the half year ended 31 December 2014 that the Directors consider relevant to investors. The financial information presented is in an abbreviated form and does not contain all of the disclosures that are usually contained in statutory accounts prepared in accordance with the Corporations Act.

Livelynk Group Financial Information	Audited FY ended 30 June 2012 $	Audited FY ended 30 Jun 2013 $	Audited FY ended 30 Jun 2014 $	Reviewed HY ended 31 Dec 2014 $
Total revenue	6,329,182	6,433,444	1,137,818	3,124,140
Operating expenses	(5,682,134)	(3,434,262)	(2,892,123)	(5,165,767)
EBITDA	**647,048**	**2,999,182**	**(1,754,305)**	**(2,041,627)**
Depreciation	(21,250)	(21,641)	(29,271)	(12,396)
EBIT	**625,798**	**2,977,541**	**(1,783,576)**	**(2,054,023)**
Interest expense	(8,918)	(2,378)	(5)	(105,920)
Interest income	610	299	-	-
Profit/(loss) before income tax	**617,490**	**2,975,462**	**(1,783,581)**	**(2,159,943)**
Income tax benefit/(expense)	(185,156)	(907,267)	29,314	(58,195)
Net profit/(loss) after tax	**432,334**	**2,068,195**	**(1,754,267)**	**(2,218,138)**
Total assets	3,377,139	4,495,763	1,150,810	1,604,501
Total liabilities	(2,912,116)	(3,162,545)	(1,568,266)	(4,196,052)
Net assets/(liabilities)	**465,023**	**1,333,218**	**(417,456)**	**(2,591,551)**

HLB Mann Judd has prepared an Investigating Accountant’s Report which incorporates the reviewed financial information for Livelynk Group for the half year ended 31 December 2014. Please refer to the Investigating Accountant’s Report in Section 11 of the Prospectus for further information.

The audited financial statements (inclusive of significant accounting policies) of Livelynk Group for the three years ended 30 June 2014 and the reviewed financial statements for the half year ended 31 December 2014 are available (free of charge) by request to the Company on +61 8 9321 2111.

Investors should note that Livelynk Group’s business has only been operating in its current form of sourcing third party advertising clients from outside the Zhenya Group since July 2014. In its current form, Livelynk Group’s business should therefore be considered as having a limited operating history. Whilst revenue is currently being produced and has grown since July 2014, the business is currently loss making. Livelynk Group’s business should accordingly should be considered high risk and speculative.

10.3 Pro-forma statement of financial position

A consolidated pro-forma historical statement of financial position as at 31 December 2014 for the Company is contained in Appendix 1 of the Investigating Accountant's Report.

The pro-forma statement of financial position has been prepared based on the reviewed financial statements as at 31 December 2014, the subsequent events set out in section 3 of the Investigating Accountant’s Report and adjusting for the transactions and events relating to the

Acquisition and the issue of Securities under this Prospectus outlined in section 3 of the Investigating Accountant’s Report.

The pro-forma statement of financial position has been derived from the Company’s reviewed financial statements as at 31 December 2014, after adjusting for the effects of any subsequent events described in section 3 of the Investigating Accountant’s Report and the pro forma adjustments described in section 3 of the Investigating Accountant’s Report. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 3 of the Investigating Accountant’s Report and note 1 in Appendix 1 of the Investigating Accountant’s Report, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the company's actual or prospective financial position.

Potential investors should read the Investigating Accountant's Report in full before making any investment decision.

11. Investigating Accountant's Report

Accountants | Business and Financial Advisers

20 May 2015

The Board of Directors
Fortunis Resources Limited
47 Outram Street
WEST PERTH WA 6005

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT
FORTUNIS RESOURCES LIMITED (TO BE NAMED TECH MPIRE LIMITED)

INTRODUCTION

This Investigating Accountant's Report ("Report") has been prepared for inclusion in a prospectus to be dated on or about 20 May 2015 ("Prospectus") by Fortunis Resources Limited, to be renamed Tech Mpire Limited ("the Company") in relation to the Company's proposed re-compliance listing on the Australian Stock Exchange Limited ("ASX") and the offer of up to 24,000,000 shares at an issue price of $0.25 to raise up to $6,000,000 ("Capital Raising " or the "Offer").

This Report has been included in the Prospectus to assist potential investors and their financial advisers to make an assessment of the financial position and performance of the Company.

All amounts are expressed in Australian dollars unless otherwise stated.

Expressions defined in the Prospectus have the same meaning in this report.

This Report does not address the rights attaching to the shares to be issued in accordance with the Offer, nor the risks associated with accepting the Offer. HLB Mann Judd has not been requested to consider the prospects for the Company, nor the merits and risks associated with becoming a shareholder, and accordingly has not done so, nor purports to do so.

HLB Mann Judd has not made and will not make any recommendation, through the issue of this report, to potential investors of the Company, as to the merits of the Offer and takes no responsibility for any matter or omission in the Prospectus other than the responsibility for this report.

Further declarations are set out in Section 6 of this Report.

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
Level 4 130 Stirling Street Perth WA 6000. PO Box 8124 Perth BC 6849 WA. Telephone +61 (08) 9227 7500. Fax +61 (08) 9227 7533.
Email: hlb@hlbwa.com.au. Website: www.hlb.com.au

STRUCTURE OF REPORT

This Report has been divided into the following sections:

1. Background information;
2. Scope of Report;
3. Financial information;
4. Subsequent events;
5. Statements; and
6. Declaration.

1. BACKGROUND INFORMATION

The Company was incorporated on 20 March 2012 for the purpose of pursuing various investment opportunities in the resources sector.

On 10 October 2012, the Company entered into a Farm-in Agreement to earn up to 51% in granted exploration licence E57/838. The Tenement is located in the East Murchison region of Western Australia.

On 14 December 2012, the Company completed an initial public offering issuing 14,041,000 shares at an issue price of $0.20 and was admitted to the ASX.

On 26 March 2015, the Company entered into an exclusive option agreement giving the Company the option to acquire 100% of Livelynk Group Pty Ltd ("Livelynk"), operator of the Mpire Media online performance-based marketing business. Livelynk operates via its two wholly owned subsidiaries, Mpire Media and Mpire Network (collectively referred to as "Livelynk Group").

Livelynk Group provides strategic management of advertising campaigns acting as an intermediary between its advertiser clients (referred to as "Advertisers") and its network of marketing partners (referred to as "Affiliates") that deploy digital advertising and marketing campaigns to promote the products and services of the Advertisers to Consumers.

Livelynk Group provides its Advertisers with simple, effective and scalable marketing solutions to reach consumers across multiple digital channels including search networks, pay-per-click advertising, display advertising, email marketing, social media marketing, content marketing, mobile marketing and mobile apps.

Further details of the Livelynk Group business are outline in Section 8.3 (a) of the Prospectus.

On 30 April 2015, the Company announced that it had exercised the option to acquire 100% of Livelynk. The Company will issue a total of 10,000,000 ordinary fully paid shares of the Company (each a "Company Share") in consideration for the Acquisition.

The Company will also implement a performance rights plan (Performance Rights Plan), and grant 5,000,000 Class A Performance Rights and 7,500,000 Class B Performance Rights to certain directors and key management personnel.

Each Performance Right will entitle the holder to be issued one Company Share upon the satisfaction of the following milestones:

a) Each Class A Performance Right will entitle the holder to be issued one Company Share upon Livelynk Group achieving $25,000,000 of cumulative gross revenue within 18 months after completion of the Acquisition ("Completion').

b) Each Class B Performance Right will entitle the holder to be issued one Company Share upon Livelynk Group achieving cumulative net profit before tax of $1,500,000 during the period from Completion until the date that is 24 months after Completion.

On 24 March 2015, Livelynk entered into a $1,000,000 converting loan facility agreement with one of the Vendors, MC Management Group Pty Ltd (MCMG) ("Converting Loan"). It has been agreed that on completion this Converting Loan will be assigned to the Company and repaid through the issue of 4,000,000 Company Shares at the Capital Raising issue price. MCMG will also be granted 6,500,000 options each with an exercise price of $0.50 and a 3 year exercise period ("Company Options").

Consultants to Livelynk who have assisted in securing the Acquisition opportunity by the Company will be issued a total of 1,500,000 Company Shares and 500,000 Company Options.

For accounting purposes, the acquisition of Livelynk by the Company has the features of reverse acquisitions under Australian Accounting Standard AASB 3 "Business Combinations", notwithstanding the Company being the legal parent of the group. At the date of Completion the net assets of Livelynk are recorded at their book value and the net assets of the Company are recorded at fair value.

Consequently the historical financial information presented in this Report is the historical financial information of Livelynk and its controlled entities as at 31 December 2014 which has been subject to review by Ernst and Young. The audited historical financial information for the three most recent reporting periods are summarised in Section 10 of the Prospectus.

The proforma financial information presented in this Report is the historical financial information of Livelynk for the period ended 31 December 2014, assuming that the acquisition of Livelynk by the Company and the other proposed transactions set out in Section 3(b) of this Report had been completed as at that date.

The proforma consolidated financial information has been prepared using a balance date of 31 December 2014 corresponding to the most recently available financial information of Livelynk subject to external review.

For completeness, extracts of historical financial information of the Company as at 31 December 2014 is set out in Appendix 2.

The intended use of the funds raised by the issue of shares under the Prospectus is specified in Section 6.8 of the Prospectus.

2. SCOPE OF REPORT

You have requested HLB Mann Judd ("HLB") to prepare this Report presenting the following information:

a) the historical financial information of Livelynk and its controlled entities comprising the historical Statement of Financial Position as at 31 December 2014 and the historical Statement of Comprehensive Income, historical Statement of Cash Flows and historical Statement of Changes in Equity for the period to 31 December 2014 as set out in Appendix 1 to this Report;

b) the historical Statement of Financial Position of the Company as at 31 December 2014 as set out in Appendix 1 to this Report; and

c) the proforma financial information of the Company comprising the proforma Consolidated Statement of Financial Position as at 31 December 2014 and the proforma Consolidated Statement of Comprehensive Income, proforma Consolidated Statement of Cash Flows and proforma Consolidated Statement of Changes in Equity for the period to 31 December 2014 as set out in Appendix 1 to this Report.

The Directors have prepared and are responsible for the historical and proforma information. We disclaim any responsibility for any reliance on this Report or on the financial information to which it relates for any purposes other than that for which it was prepared. This Report should be read in conjunction with the full Prospectus.

The historical financial information and the proforma financial information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports.

The historical financial information as set out in Appendix 1 has been extracted from the interim financial statements of Livelynk and its controlled entities for the period 31 December 2014 which have been subject to review by Ernst & Young. The review report of Ernst and Young on those financial statements included an emphasis of matter regarding going concern. Apart from the emphasis of matter the review report was unmodified.

We performed a review of the historical and proforma financial information of the Company as at 31 December 2014 in order to ensure consistency in the application of applicable Accounting Standards and other mandatory professional reporting requirements in Australia.

Our review of the historical and proforma financial information of the Company and Livelynk (and respective controlled entities) was conducted in accordance with Australian Auditing Standards applicable to review engagements. Our review was carried out in accordance with Auditing Standard on Review Engagements ASRE 2405 *"Review of Historical Financial Information Other than a Financial Report"* and included such enquiries and procedures which we considered necessary for the purposes of this Report.

The review procedures undertaken by HLB in our role as Investigating Accountant were substantially less in scope than that of an audit examination conducted in accordance with generally accepted auditing standards. Our review was limited primarily to an examination of the historical financial information and proforma financial information, analytical review procedures and discussions with senior management. A review of this nature provides less assurance than an audit and, accordingly, this Report does not express an audit opinion on the historical information or proforma information included in this Report or elsewhere in the Prospectus.

In relation to the information presented in this Report:

a) support by another person, corporation or an unrelated entity has not been assumed;

b) the amounts shown in respect of assets do not purport to be the amounts that would have been realised if the assets were sold at the date of this Report; and

c) the going concern basis of accounting has been adopted.

3. FINANCIAL INFORMATION

Set out in Appendix 1 (attached) are:

a) the historical financial information of Livelynk and its controlled entities comprising the historical Statement of Financial Position as at 31 December 2014 and the historical Statement of Comprehensive Income, historical Statement of Cash Flows and historical Statement of Changes in Equity for the period to 31 December 2014;

b) the historical Statement of Financial Position of the Company as at 31 December 2014; and

c) the proforma Consolidated Statement of Financial Position of the Company as at 31 December 2014 and the proforma Consolidated Statement of Comprehensive Income, proforma Consolidated Statement of Cash Flows and proforma Consolidated Statement of Changes in Equity of the Company for the period to 31 December 2014 as they would appear after incorporating the following significant events and proposed transactions by the Company and Livelynk and its controlled entities subsequent to 31 December 2014:

   i) the issue of shares in Livelynk to raise working capital of $500,000;

   ii) the raising of $1,000,000 in Livelynk pursuant to the Converting Loan;

   iii) the conversion into equity in Livelynk of all related party loans from one of the Vendors, Zhenya Holdings Pty Ltd (Zhenya Holdings), totalling $853,797.

   iv) the repayment of secured borrowings of $1,365,000;

   v) the acquisition of Livelynk and its subsidiaries by the Company pursuant to the Option Agreement via the issue of 10,000,000 ordinary fully paid shares;

   vi) the issue by the Company of 4,000,000 ordinary fully paid shares and 6,500,000 options exercisable at $0.50 on or before the date that is three years from the date of Completion in satisfaction of the Converting Loan;

   vii) the issue by the Company pursuant to this Prospectus of 24,000,000 ordinary fully paid shares issued at $0.25 each raising $6,000,000 before the expenses of the offer;

   viii) the issue by the Company of 1,500,000 ordinary fully paid shares and 500,000 options exercisable at $0.50 on or before the date that is three years from the date of Completion to corporate advisors of Livelynk;

   ix) the issue by the Company of 12,500,000 Performance Rights to certain directors and key management personnel;

   x) the write off against issued capital and accumulated losses of the estimated cash expenses of the issue as outlined in Section 14.12 of the Prospectus of $578,036;

c) Notes to the historical financial information and proforma information.

d) <u>Measurement of assets and liabilities acquired</u>
The acquisition of Livelynk (for accounting purposes Livelynk is treated as the acquirer) as recorded in the condensed consolidated Proforma Statement of Financial Position reflects the provisional amounts allocated to the assets and liabilities acquired.

The assets and liabilities acquired will be re-measured after Completion. Whilst the total net assets acquired are not expected to change significantly, the allocation between the different types of assets acquired may change somewhat as a result of this re-measurement.

e) The proforma financial statements contained in Appendix 1 do not account for working capital spent during the period from 1 January 2015 until completion of the Offer. From 1 January 2015 to 30 April 2015, the Company and Livelynk have spent approximately $1.83m of cash on expenses related to the Acquisition of Livelynk and the Offer and the continuation and further development of Livelynk Group's business. The estimated working capital requirement for the Company and Livelynk combined from 1 May 2015 until completion of the Offer is estimated to be $1.17m.

4. SUBSEQUENT EVENTS

There have been no material items, transactions or events subsequent to 31 December 2014 not otherwise disclosed in the Prospectus which have come to our attention during the course of our review that would require comment in, or adjustment to, the content of this Report or which would cause such information included in this Report to be misleading.

5. STATEMENTS

Based on our review, which was not an audit, we have not become aware of any matter that causes us to believe that:

a) the historical financial information of Livelynk as at 31 December 2014 as set out in Appendix 1 of this Report, does not present fairly the financial position of Livelynk as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia, and its performance as represented by its results of its operations and its cash flows for the period then ended;

b) the historical financial information of the Company as at 31 December 2014 as set out in Appendix 1 and Appendix 2 of this Report, does not present fairly the financial position of the Company as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia, and its performance as represented by its results of its operations and its cash flows for the period then ended;

c) the proforma consolidated financial information of the Company as at 31 December 2014 as set out in Appendix 1 of this Report, does not present fairly the financial position of the Company and its controlled entities as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia, and its performance as represented by its results of its operations and its cash flows for the period then ended, as if the transactions referred to in Section 3(b) of this Report had occurred during that period; and

d) the assumptions and applicable criteria used in the preparation of the proforma consolidated financial information do not provide a reasonable basis for presenting the significant effects directly attributable to the acquisition and do not reflect proper application of those adjustments to the unadjusted financial information.

6. DECLARATION

a) HLB will be paid its usual professional fees based on time involvement, for the preparation of this Report and review of the financial information, at our normal professional rates.

b) Apart from the aforementioned fee, neither HLB, nor any of its associates will receive any other benefits, either directly or indirectly, for or in connection with the preparation of this Report.

c) Neither HLB, nor any of its employees or associated persons has any interest in the Company or the promotion of the Company.

d) Unless specifically referred to in this Report, or elsewhere in the Prospectus, HLB was not involved in the preparation of any other part of the Prospectus and did not cause the issue of any other part of the Prospectus. Accordingly, HLB makes no representations or warranties as to the completeness or accuracy of the information contained in any other part of the Prospectus.

e) HLB has consented to the inclusion of this Report in the Prospectus in the form and context in which it appears.

Yours faithfully
HLB MANN JUDD

N G NEILL
Partner

- APPENDIX 1 –

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2014

	Notes	***Livelynk Reviewed Consolidated Historical (1)*** ***$***	***Company Reviewed Historical(2)*** ***$***	***Reviewed Consolidated Proforma*** ***$***
CURRENT ASSETS				
Cash and cash equivalents	2	400,182	2,550,108	8,507,254(3)
Trade receivables		1,100,882	12,469	1,113,351
Other receivables		-	2,000	2,000
TOTAL CURRENT ASSETS		1,501,064	2,564,577	9,622,605
NON-CURRENT ASSETS				
Deferred exploration expenditure		-	83,486	83,486
Plant and equipment		103,437	489	103,926
TOTAL NON-CURRENT ASSETS		103,437	83,975	187,412
TOTAL ASSETS		1,604,501	2,648,552	9,810,017
CURRENT LIABILITIES				
Trade and other payables		(753,583)	(4,836)	(758,419)
Borrowings – related parties	4	(853,797)	-	-
Borrowings - other	4	(1,365,000)	-	-
Employee entitlements		(98,513)	-	(98,513)
Provision for income tax		(1,070,414)	-	(1,070,414)
TOTAL CURRENT LIABILITIES		(4,141,307)	(4,836)	(1,927,346)
NON-CURRENT LIABILITIES				
Employee entitlements		(54,745)	-	(54,745)
TOTAL NON-CURRENT LIABILITIES		(54,745)	-	(54,745)
TOTAL LIABILITIES		(4,196,052)	(4,836)	(1,982,091)
NET ASSETS (LIABILITIES)		(2,591,551)	2,643,716	7,827,926
EQUITY				
Issued capital	5	100	2,771,503	12,506,975
Accumulated losses		(2,639,287)	(128,487)	(5,350,796)
Reserves		47,636	700	671,747
TOTAL EQUITY (DEFECIENCY)		(2,591,551)	2,643,716	7,827,926

The above should be read in conjunction with the accompanying notes.

(1) These historical balances represent the balances of Livelynk Group Pty Ltd which will be the accounting parent entity of the Company in future financial reporting periods. Refer to note 1(n).

(2) These historical balances represent the balances of the Company which will be the accounting subsidiary of Livelynk Group Pty Ltd in future financial reporting periods. Refer to note 1(n).

(3) The cash and cash equivalents balance above do not account for working capital spent during the period from 1 January 2015 until completion of the Offer. From 1 January 2015 to 30 April 2015, the Company and Livelynk have spent approximately $1.83m of cash on expenses related to the Acquisition of Livelynk and the Offer and the continuation and further development of Livelynk Group's business. The estimated working capital requirement for the Company and Livelynk combined from 1 May 2015 until completion of the Offer is estimated to be $1.17m.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD TO 31 DECEMBER 2014

	Livelynk Reviewed Consolidated Historical (1) **$**	***Reviewed Consolidated Proforma*** **$**
Sales revenue	3,124,140	3,124,140
Cost of sales	(2,635,115)	(2,635,115)
	489,025	489,025
Other income	125,163	125,163
Administration expenses	(243,987)	(243,987)
Compliance costs	(320,634)	(320,634)
Consultancy costs	(25,106)	(25,106)
Employment costs	(1,325,013)	(1,325,013)
Occupancy costs	(112,518)	(112,518)
Travel costs	(132,205)	(132,205)
Marketing	(1,588)	(1,588)
Finance costs	(105,920)	(105,920)
Foreign exchange differences	(6,514)	(6,514)
Reversal of prior period sale of software	(488,250)	(488,250)
Depreciation	(12,396)	(12,396)
Share based payments	-	(998,411)
Share issue costs expensed	-	(63,750)
Goodwill on acquisition expensed	-	(1,649,348)
Loss from ordinary activities before tax	(2,159,943)	(4,871,452)
Income tax expense	(58,195)	(58,195)
Loss from ordinary activities after tax	(2,218,138)	(4,929,647)
Other comprehensive income net of tax		
Items that may be reclassified to profit or loss		
Exchange differences on translation of foreign operations	44,043	44,043
Total comprehensive profit for the period	(2,174,095)	(4,885,604)

The above should be read in conjunction with the accompanying notes.

(1) These historical balances represent the balances of Livelynk Group Pty Ltd which will be the accounting parent entity of the Company in future financial reporting periods. Refer to note 1(n)

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD TO 31 DECEMBER 2014

HISTORICAL (1)	***Issued capital***	***Accumulated losses***	***Share based payments reserve***	***Translation reserve***	***Total Equity***
	$	***$***	***$***	***$***	***$***
As at 1 July 2014	100	(421,149)	-	3,593	(417,456)
Loss for the period	-	(2,218,138)	-	-	(2,218,138)
Exchange translation differences	-	-	-	44,043	44,043
As at 31 December 2014	100	(2,639,287)	-	47,636	(2,591,551)
REVIEWED PROFORMA CONSOLIDATED					
Balance as at 31 December 2014	100	(2,639,287)	-	47,636	(2,591,551)
Fair value of Fortunis Resources Limited options acquired	-	-	700	-	700
Livelynk shares issued	500,000	-	-	-	500,000
Conversion to equity of related party loan	853,797	-	-	-	853,797
Recognise existing shares of Fortunis Resources Limited	2,771,503	-	-	-	2,771,503
Eliminate existing shares of Fortunis Resources Limited	(2,771,503)	-	-	-	(2,771,503)
Shares issued as part of reverse acquisition, at fair value of Fortunis Resources Limited shares	4,292,364	-	-	-	4,292,364
Shares issued pursuant to prospectus	6,000,000	-	-	-	6,000,000
Shares issued to settle Converting Loan	1,000,000	-	-	-	1,000,000
Shares issued as introductory fees	375,000	(375,000)	-	-	-
Goodwill on acquisition expensed	-	(1,649,348)	-	-	(1,649,348)
Options issued as introductory fee	-	(44,529)	44,529	-	-
Options issued as working capital facility fee	-	(578,882)	578,882	-	-
Share issue costs	(514,286)	(63,750)	-	-	(578,036)
Proforma total – 31 December 2014	12,506,975	(5,350,796)	624,111	47,636	7,827,926

The above should be read in conjunction with the accompanying notes.

(1) The historical balances represent the balances of Livelynk Group Pty Ltd which will be the accounting parent entity of the Company in future financial reporting periods. Refer to note 1(n).

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
STATEMENT OF CASH FLOWS
FOR THE PERIOD TO 31 DECEMBER 2014

	Livelynk Reviewed Consolidated Historical [(1)] **$**	***Reviewed Consolidated Proforma*** **$**
Cash flows from operating activities		
Receipts from customers	2,393,518	2,393,518
Payments to suppliers & employees	(3,913,510)	(3,913,510)
Other income received	128,808	128,808
Net cash used in operating activities	(1,391,184)	(1,391,184)
Cash flows from investing activities		
Purchase of property, plant & equipment	(14,425)	(14,425)
Net cash used in investing activities	(14,425)	(14,425)
Cash flows from financing activities		
Loan fund received from the Parent Company	946,401	946,401
Repayment of loan from Parent Company	(385,862)	(385,862)
Loan funds advanced to Related Party	(198,339)	(198,339)
Loan repayments received from Related Party	151,496	151,496
Loan funds received	1,200,000	2,200,000
Loan funds repaid		(1,365,000)
Proceeds from the issue of shares/options	-	6,500,000
Share issue costs	-	(578,036)
Cash acquired on acquisition	-	2,550,108
Net cash provided by financing activities	1,713,696	9,820,768
Net increase in cash and cash equivalents	308,087	8,415,159
Cash at the beginning of the financial period	48,052	48,052
Effect of exchange rate fluctuations on cash held	44,043	44,043
Cash at the end of the financial period	400,182	8,507,254[(2)]

The above should be read in conjunction with the accompanying notes.

(1) These historical balances represent the balances of Livelynk Group Pty Ltd. which will be the accounting parent entity of the Company in future financial reporting periods. Refer to note 1(n).

(2) The cash and cash equivalents balance above do not account for working capital spent during the period from 1 January 2015 until completion of the Offer. From 1 January 2015 to 30 April 2015, the Company and Livelynk have spent approximately $1.83m of cash on expenses related to the Acquisition of Livelynk and the Offer and the continuation and further development of Livelynk Group's business. The estimated working capital requirement for the Company and Livelynk combined from 1 May 2015 until completion of the Offer is estimated to be $1.17m.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial information has been prepared in accordance with applicable accounting standards including the Australian equivalents of International Reporting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. Material accounting policies have been adopted in the preparation of the historical and proforma financial information are shown below.

On 30 April 2014, the Company announced that it had exercised its option to acquire all of the issued capital of Livelynk Group Pty Ltd ("Livelynk"). In accordance with AASB3 "*Business Combinations*", Livelynk is deemed to be the accounting acquirer in the business combination; consequently, the transaction has been accounted for as a reverse acquisition.

The proforma financial information has been prepared as a continuation of the business and operations of Livelynk. Livelynk, as the deemed acquirer, has accounted for the acquisition of the Company.

(a) Basis of preparation

The financial statements have been prepared in accordance with the measurement requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia using the accrual basis of accounting, including the historical cost convention.

Historical cost convention

These financial statements have been prepared under the historical cost convention, and do not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair value of the consideration given in exchange for assets.

Critical accounting estimates

The preparation of financial statements in conformity with AIFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 1(m).

Going concern

This financial information has been prepared on the going concern basis, which contemplates the continuation of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Principles of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (collectively referred to as "the Group"). Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above.

When the Company has less than a majority of the voting rights of an investee, it has the power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether the Company's voting rights are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties, rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholder meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the controlling interest having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members are eliminated in full on consolidation.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(d) 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 30 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 credited against other expenses in profit or loss.

(e) Impairment of assets

The Company assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Impairment of assets (cont'd)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

(f) Trade 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.

(g) Employee Entitlements

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. Based on the Group's experience of employee departures, a long service leave liability is only recognised once an employee has been employed by the Group for a period of 5 years. Expected future payments are discounted using market yields at the reporting date on national Government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows

(h) Foreign Currency Translation

i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(i) Issued capital

Ordinary share capital is recognised as the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(j) Share-based payment transactions

The cost of equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted.

Where the identifiable consideration received (if any) is less than the fair value of the equity instruments granted or liability incurred, the unidentifiable goods or services received (or to be received) are measured as the difference between the fair value of the share-based payment and the fair value of any identifiable goods or services received (or to be received) measured at the grant date.

(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) 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.

(ii) Advertising income
Revenue from advertising services is recognised when the services have been performed and the fair value of the services provided can be reliably measured.

(l) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the notional income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) Income tax (cont'd)

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

(m) Critical accounting judgements and key sources of estimation uncertainty

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Impairment of assets
In determining the recoverable amount of assets, in the absence of quoted market prices, estimations are made regarding the present value of future cash flows using asset-specific discount rates.

Share-based payment transactions
The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date which they are granted. The fair value is determined using a Black & Scholes model.

Exploration and evaluation costs carried forward
Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at balance date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Reverse acquisition accounting

The acquisition of Livelynk by the Company has the features of a reverse acquisition under Australian Accounting Standard AASB 3 "*Business Combinations"*, notwithstanding the Company being the legal parent of the Group. Consequently the historical financial information presented in this Report is the historical financial information of Livelynk as at 31 December 2014.

The legal structure of the Livelynk group subsequent to the acquisition of Livelynk will be that the Company will remain as the parent entity. However, the principles of reverse acquisition accounting are applicable where the owners of the acquired entity (in this case, Livelynk) obtain control of the acquiring entity (in this case, the Company) as a result of the businesses' combination.

Under reverse acquisition accounting, the consolidated financial statements are issued under the name of the legal parent (the Company) but are a continuation of the financial statements of the legal subsidiary (Livelynk), with the assets and liabilities of the legal subsidiary being recognised and measured at their pre-combination carrying amounts rather than their fair values.

(o) Proforma transactions

The proforma Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows have been derived from the historical financial information as at 31 December 2014 adjusted to give effect to the following actual or proposed significant events and transactions by the Company and Livelynk subsequent to 31 December 2014:

i) the issue of shares in Livelynk to raise working capital of $500,000;

ii) the raising of $1,000,000 in Livelynk pursuant to the Converting Loan;

iii) the conversion into equity in Livelynk of all related party loans from Zhenya Holdings totalling $853,797.

iv) the repayment of secured borrowings of $1,365,000;

v) the acquisition of Livelynk and its subsidiaries by the Company pursuant to the Option Agreement via the issue of 10,000,000 ordinary fully paid shares;

vi) the issue by the Company of 4,000,000 ordinary fully paid shares and 6,500,000 options exercisable at $0.50 on or before the date that is three years from the date of Completion in satisfaction of the Converting Loan;

vii) the issue by the Company pursuant to this Prospectus of 24,000,000 ordinary fully paid shares issued at $0.25 each raising $6,000,000 before the expenses of the offer;

viii) the issue by the Company of 1,500,000 ordinary fully paid shares and 500,000 options exercisable at $0.50 on or before the date that is three years from the date of Completion to corporate advisors of Livelynk;

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

(o) Proforma transactions (cont'd)

ix) the issue by the Company of 12,500,000 Performance Rights to certain directors and key management personnel;

x) the write off against issued capital and accumulated losses of the estimated cash expenses of the issue as outlined in Section 14.12 of the Prospectus of $578,036;

2. CASH AND CASH EQUIVALENTS

	Livelynk Reviewed Consolidated Historical	*Company Reviewed Historical*	*Reviewed Consolidated Proforma*
	$	***$***	***$***
Balance as at 31 December 2014	400,182	-	400,182
Cash balances of Fortunis Resources Limited	-	2,550,108	2,550,108
Issue of shares in Livelynk to investor	-	-	500,000
Proceeds from converting loan	-	-	1,000,000
Proceeds from shares issued pursuant to this Prospectus	-	-	6,000,000
Repayment of secured borrowing	-	-	(1,365,000)
Payment of share issue costs	-	-	(578,036)
	400,182	2,550,108	8,507,254 (i)

(i) The cash and cash equivalents balance above does not account for working capital spent during the period from 1 January 2015 until completion of the Offer. From 1 January 2015 to 31 April 2015, the Company and Livelynk has spent approximately $1.83m of cash on expenses related to the Acquisition of Livelynk and the Offer and the continuation and further development of Livelynk Group's business. The estimated working capital requirement for the Company and Livelynk combined until completion of the Offer is estimated to be $1.17m

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

3. ACQUISITION OF ENTITY

As disclosed in Note 1 (n), the transaction involving the Company acquiring all the issued capital of Livelynk has been accounted for under the principles of reverse acquisitions included in AASB 3 "*Business Combinations"*.

Following are details of the pre-combination carrying amounts of the assets and liabilities of the Company:

	$
Cash	2,550,108
Deferred exploration expenditure	83,486
Other assets	14,958
Total liabilities	(4,836)
Net assets	2,643,716
Issued Capital	2,771,503
Accumulated losses	(128,487)
Reserves	700
Net assets	2,643,716

For completeness, extracts of historical financial information of the Company as at 31 December 2014 is set out in Appendix 2.

4. BORROWINGS

	Livelynk Reviewed Consolidated Historical $	***Company Reviewed Historical $***	***Reviewed Consolidated Proforma $***
Borrowings from related parties (i)	(853,797)	-	-
Borrowings – other (ii)	(1,365,000)	-	-

(i) In accordance with the terms of the acquisition, these loans were converted into equity in Livelynk.
(ii) In accordance with the terms of the acquisition, the Company is obligated to repay these loans on Completion and capital raising.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

5. ISSUED CAPITAL

	Note	*Number*	*$*
Audited Historical			
Balance as at 31 December		100	100
Reviewed Proforma Consolidated			
Livelynk share issue		33	500,000
Conversion to equity of related party loan		3	853,797
Eliminate existing shares of Livelynk		(136)	-
Existing shares of Fortunis Resources Limited		21,041,001	2,771,503
Eliminate historical value of shares of Fortunis Resources Limited		-	(2,771,503)
Shares issued as part of reverse acquisition at fair value of Fortunis Resources Limited shares		10,000,000	4,292,364
Shares issued pursuant to prospectus		24,000,000	6,000,000
Shares issued to settle converting loan		4,000,000	1,000,000
Shares issued as introductory fees		1,500,000	375,000
Share issue costs		-	(514,286)
		60,541,001	12,506,975

6. OPTIONS

Assuming the successful completion of all events in the Prospectus, the following options shall be on issue:

		Number	*$*
Options exercisable at $0.20 on or before 31 December 2016		7,000,000	700
Options exercisable at $0.50 on or before the date that is three years from the date of Completion	**6(a)**	7,000,000	623,411

(a) The fair value of the equity-settled share options granted under both the option and the loan plans is estimated as at the date of grant using the Black and Scholes model taking into account the terms and conditions upon which the options were granted.

Expected volatility (%)	80%
Risk-free interest rate (%)	1.78%
Expected life of option (years)	3 years
Exercise price (cents)	$0.50
Grant date share price	$0.25

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

FORTUNIS RESOURCES LIMITED (to be renamed Tech Mpire Limited)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD TO 31 DECEMBER 2014

7. PERFORMANCE RIGHTS

On completion of the offer the Company will issue 5,000,000 Class A and 7,500,000 Class B Performance Rights to certain directors and key management personnel. On face value, the performance rights have a combined fair value at date of issue of $3,125,000 (based on the 25c capital raising). However, at the date of this report, management has determined that there is insufficient information to suggest that it is probable these performance rights will vest.

These performance rights will vest on the following milestones being achieved:

Class of Performance Rights	Performance Condition	Milestone Date
Class A Performance Rights	Upon the Livelynk Group achieving $25,000,000 of cumulative gross revenue after Completion on or before the milestone date	18 months after Completion
Class B Performance Rights	Upon the Livelynk Group achieving a cumulative net profit before tax of $1,500,000 during the period from Completion until the milestone date	24 months after Completion

8. CONTINGENCIES AND COMMITMENTS

The Directors are not aware of any contingencies other than as set out in the Prospectus.

9. RELATED PARTY TRANSACTIONS

Details of Directors' interests in the Company's issued capital and transactions with the Company are included in Section 9 of the Prospectus.

- APPENDIX 2 –

FORTUNIS RESOURCES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2014

	Company Reviewed Historical $
CURRENT ASSETS	
Cash and cash equivalents	2,550,108
Trade receivables	12,469
Other receivables	2,000
TOTAL CURRENT ASSETS	2,564,577
NON-CURRENT ASSETS	
Deferred exploration expenditure	83,486
Plant and equipment	489
TOTAL NON-CURRENT ASSETS	83,975
TOTAL ASSETS	2,648,552
CURRENT LIABILITIES	
Trade and other payables	(4,836)
TOTAL CURRENT LIABILITIES	(4,836)
TOTAL NON-CURRENT LIABILITIES	-
TOTAL LIABILITIES	(4,836)
NET ASSETS	2,643,716
EQUITY	
Issued capital	2,771,503
Accumulated losses	(128,487)
Reserves	700
TOTAL EQUITY	2,643,716

The above should be read in conjunction with the notes outlined in Appendix 1.

FORTUNIS RESOURCES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD TO 31 DECEMBER 2014

	Reviewed Consolidated Historical
	$
Interest revenue	39,366
Other expenses	(84,753)
Loss from ordinary activities before tax	(45,387)
Income tax expense	-
Loss from ordinary activities after tax	(45,387)
Other comprehensive income net of tax	-
Total comprehensive profit for the period	(45,387)

The above should be read in conjunction with the notes outlined in Appendix 1.

FORTUNIS RESOURCES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD TO 31 DECEMBER 2014

	Issued capital	***Accumulated losses***	***Share based payments reserve***	***Total Equity***
	$	***$***	***$***	***$***
As at 1 July 2014	2,771,503	(83,100)	700	2,689,103
Loss for the period	-	(45,387)	-	(45,387)
As at 31 December 2014	2,771,503	(128,487)	700	2,643,716

The above should be read in conjunction with the notes outlined in Appendix 1.

FORTUNIS RESOURCES LIMITED
STATEMENT OF CASH FLOWS
FOR THE PERIOD TO 31 DECEMBER 2014

	Reviewed Consolidated Historical **$**
Cash flows from operating activities	
Payments to suppliers & employees	(85,682)
Interest received	41,128
Finance costs	(282)
Net cash used in operating activities	(44,836)
Cash flows from investing activities	
Payments for exploration and evaluation expenditure	(7,151)
Net cash used in investing activities	(7,151)
Cash flows from financing activities	
Proceeds from the issue of shares/options	-
Share issue costs	-
Net cash provided by financing activities	-
Net decrease in cash and cash equivalents	(51,987)
Cash at the beginning of the financial period	2,602,095
Cash at the end of the financial period	2,550,108

The above should be read in conjunction with the notes outlined in Appendix 1.

12. Risk factors

An investment in the Securities offered under this Prospectus should be considered speculative because of the nature of the Company's business. This Section identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed.

Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade. Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for Securities.

12.1 Risks specific to the Livelynk Acquisition

(a) **Conditional Acquisition and Offers**

As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. The Shares will be suspended from the date of the General Meeting. It is anticipated that the Shares will remain suspended until Completion of the Acquisition and the Offers, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its Shares will consequently remain suspended from quotation.

Completion of the Public Offer remains subject to the Company acquiring all of the shares in Livelynk. In the event that the Conditions of the Offer set out in Section 6.4 are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Public Offer and will repay all Application Monies received. In the event that the Public Offer does not proceed the Livelynk Offer and the MCMG Offer will not proceed.

(b) **Sufficiency of funding**

Livelynk Group's business strategy will require substantial expenditure and there can be no guarantees that the Company's existing cash reserves, funds raised by the Public Offer and funds generated over time by Livelynk Group's business will be sufficient to successfully achieve all the objectives of the Company's business strategy. Further funding of projects may be required by the Company to support the ongoing activities and operations of Livelynk Group, including the need to develop new services or enhance its existing service, enhance its operating infrastructure and to acquire complementary businesses and technologies.

Accordingly, the Company may need to engage in equity or debt financing to secure additional funds. If the Company is unable to use debt or equity to fund expansion after utilising the net proceeds of the Public Offer and existing working capital, there can be no assurance that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all.

Any additional equity financing may be dilutive to the Company's existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company's operations and business strategy. If the Company is unable to raise capital if and when needed, this could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(c) **Working capital management**

Livelynk Group acts as an intermediary between its Advertisers and its network of Affiliates that deploy digital advertising marketing campaigns to consumers. Livelynk Group earns an advertising fee when actual results are achieved, such as a product sale, download or other measurable goal. Livelynk Group invoices its Advertisers and pays its marketing Affiliates only when that actual result is achieved.

Livelynk Group engages its Affiliates, and is engaged by its Advertisers, on certain terms of trade. Typically, Livelynk Group is required to pay its Affiliates in respect of successful results prior to receiving payment from its Advertisers clients. Livelynk Group accordingly requires sufficient working capital to enable it to meet the payment commitments to Affiliates as and when they fall due. If Livelynk Group has insufficient working capital it will reduce Livelynk Group's ability to generate further revenue from advertising campaigns because it will be unable to engage its Affiliates if there is uncertainty around its ability to comply with their payment terms. Financial pressure will also be encountered if Livelynk Group has a short term cash shortage or if it experiences delayed payments or bad debts from its Advertisers. Livelynk Group must accordingly manage its working capital carefully, to ensure that it has sufficient short term cash resources to enable it to generate desired revenue levels.

(d) **Protection of Intellectual Property Rights**

Livelynk Group does not currently have any patent protection of its intellectual property and it is not yet known whether it will be in fact possible to obtain any patent protection of its intellectual property. Accordingly, to protect its trade secrets, Livelynk Group relies on the copyright it has in its software code and on its intellectual property being kept confidential within the organisation. If Livelynk Group fails to protect its intellectual property secrets, competitors may gain access to its technology which could harm the business.

The Company may be required to spend significant resources to monitor and protect the intellectual property acquired through the proposed Acquisition of Livelynk. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of Livelynk Group's rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel. In addition, unauthorised use of the "Mpire" brand in counterfeit products or services could not only result in potential revenue loss, but also have an adverse impact on its brand value and perception of product quality.

(e) **Intellectual Property Infringement**

Livelynk Group uses a combination of open source and third party licensed software to develop its own software and network platform, and relies on its ability to protect its intellectual property rights adequately. Failure to do so may result in competitors gaining access to its technology, which would harm the business. Livelynk Group currently has no issued patents and may be unable to obtain patent protection in the future. If any patents are issued in the future, they may not provide Livelynk Group with any competitive advantages, or may be challenged by third parties.

(f) **Faults with products/service**

Livelynk Group operates in the internet services arena. Internet-based services frequently contain undetected errors when first introduced or when new versions or enhancements are released. Livelynk Group has on occasion found defects in its service and new errors in its existing service may be detected in the future. If that occurs, Livelynk Group could lose future sales or customers or incur consequential liabilities. Consequently, there is a risk that users of the services provided may identify errors or defects which could harm Livelynk Group's reputation and business.

(g) **Short term nature of Contracts**

Livelynk Group is typically engaged by Advertisers on an "as needs" basis for specific advertising campaigns. In this sense, Livelynk Group is involved in short term engagements with Advertisers and sources Affiliates for the specific advertising campaigns. Livelynk Group is not party to any specific long term or major contracts with Advertisers that provide Livelynk Group with a continuing source of ongoing revenue to underpin its operating performance. Livelynk Group's ongoing revenue and operating performance is accordingly dependent on continuing to generate new business under advertising contracts, either from existing clients (e.g. for new products or services) or new clients. Failure to continue to enter into new advertising contracts may negatively affect the future financial performance of Livelynk Group.

(h) **Regulatory environment**

Livelynk Group currently has offices in Canada and Australia and is subject to the laws and regulations of those countries. In addition, Livelynk Group provides performance-based online and mobile marketing solutions to Advertisers and Affiliates internationally. Users, competitors, members of the general public or regulators could allege breaches of the legislation in the relevant jurisdictions. This could result in remedial action or litigation, which could potentially lead to Livelynk Group being required to pay compensation or a fine.

Livelynk Group's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon the Company's profitability. In addition, if regulators took the view that Livelynk Group had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant reputational damage and adversely impact upon the financial position and financial performance of the Company.

Livelynk Group intends to offer its services throughout the world, and currently has end users of its services in most countries and jurisdictions of the world. Regulatory changes could see Livelynk Group being required to hold a licence in some of these jurisdictions or otherwise comply with local regulations. This could preclude Livelynk Group from offering certain services in these jurisdictions until such a licence has been obtained, or may require Livelynk Group to comply with a range of regulatory requirements. Any such increase in the costs and resources associated with the regulatory compliance in these jurisdictions could adversely impact upon the financial position and financial performance of the Company.

(i) **Competition and new technologies**

The industry in which the Company will be involved, post the Acquisition of Livelynk, is highly competitive and is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, it will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of Livelynk Group's projects and business.

For instance, new technologies could overtake the advancements made by Livelynk Group which could negatively impact on the financial position and financial performance of the Company. Similarly, aggressive pricing or additional service offerings from competitors could require Livelynk Group to adjust its own pricing and service offerings to continue to generate business, which could negatively impact on the financial position and financial performance of the Company.

In particular, as part of Livelynk Group's business strategy it will seek to increase its gross margin but the ability to increase gross margin could be negatively affected by competitors' behaviour such as aggressive pricing and intense competition. These behaviours may not only impede Livelynk Group's ability to increase gross margin but may have the effect of actually reducing its current gross margin.

(j) **Dependence on the internet**

Expansion in the sales of Livelynk Group's services depends on the continued acceptance of the internet as a communications and commerce platform for individuals and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool has been harmed by "viruses," "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for Livelynk Group's services would be significantly reduced, which would negatively affect the Company.

(k) **Hacker attacks**

Livelynk Group relies upon the availability of its web services to provide services to Advertisers and Affiliates and attract new Advertisers and Affiliates. Hackers could render the website unavailable through a denial of service or other disruptive attacks.

Although Livelynk Group has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the web services could lead to a loss of revenues whilst Livelynk Group is unable to provide its services. Further, it could hinder Livelynk Group's abilities to retain existing customers or attract new customers, which would have a material adverse impact on growth of the business.

(l) **Fraud**

Livelynk Group makes use of inbuilt fraud identification and alert systems which minimises its risk of fraud. However, incidents of fraud and ineffective advertising reported in the online advertising market can undermine trust in the efficacy of online advertising, which may have a negative impact on Livelynk Group's business.

The risk of fraud may drive increasing calls for regulation of the market in key high-value jurisdictions, which may result in Livelynk Group incurring additional regulatory overhead or being required to develop or implement greater levels of controls within its advertising network.

(m) **Privacy concerns**

Regulations in various jurisdictions limit tracking and collection of personal identification and information. If Livelynk Group breaches such regulations, the Company's business, reputation, financial position and financial performance may be detrimentally affected. External events may also cause regulators to amend regulations in respect of the collection and use of user information. Any amended regulations may introduce controls which make the operation of certain types of tracking technologies unusable which could damage the Company's financial position and financial performance by adding costs to Livelynk Group through the requirement to develop and implement new technologies.

(n) **Limited trading history**

Livelynk Group trades through its subsidiaries, Mpire Media and Mpire Network. Mpire Media was incorporated in 2007 and formed part of the Zhenya Group, a group of companies controlled by successful entrepreneur Zhenya Tsvetnenko. Prior to the incorporation of Mpire Network in Ontario in March 2014, Mpire Media mainly provided online marketing services to the Zhenya Group. Subsequent to the incorporation of Mpire Network, the focus has been on building a third party customer base beyond the Zhenya Group, which will continue to be the focus. Given the limited trading history outside of the Zhenya Group, there is uncertainty in relation to Livelynk Group's business, and investors should consider Livelynk Group's prospects in light of its limited trading history outside of the Zhenya Group. In addition, although Livelynk Group has been successful in generating revenues outside the Zhenya Group, there is no guarantee that Livelynk Group will be able to continue to successfully generate revenue in the future. Consequently, there can be no forecast or confirmation as to the Company's future performance following Completion of the Acquisition.

(o) **Reliance on key personnel**

The recent developments of Livelynk Group have been in large part due to the talent, effort and experience of its senior management team, in particular the leadership of Luke Taylor, Chief Executive Officer, and Jeff Botnick, Chief Marketing Officer. Although these individuals have entered into Executive Services Agreements, there is no assurance that such contracts will not be terminated. If such contracts are terminated or breached, or if these individuals no longer continue in their current roles, a new Chief Executive Officer and Chief Marketing Officer will need to be employed which may adversely affect the business.

Livelynk Group is also substantially dependent on the continued service of its existing development personnel because of the complexity of its services and technologies. There is no assurance that Livelynk Group will be able to retain the services of these persons.

(p) **Customer service risk**

Advertisers may need to engage with Livelynk Group's customer service personnel in certain circumstances, such as if they have a question about the services or if there is a dispute between an Advertiser and Livelynk Group. Livelynk Group needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of Advertisers. If Livelynk Group loses key customer service personnel, fails to provide adequate training and resources for customer service personnel, or if the computer systems relied on by customer service personnel are disrupted by technological failures, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in advertisers, all of which may negatively impact on Livelynk Group's revenue.

(q) **Foreign exchange risks**

Livelynk Group provides performance-based online marketing solutions to Advertisers and Affiliates internationally. Consequently, it generates revenue and incurs costs and expenses in more than one currency. Accordingly, the depreciation and/or the appreciation of the United States Dollar, for example, relative to the Australian Dollar would result in a foreign currency loss/gain. Any depreciation of the foreign currencies relative to the Australian Dollar may result in lower than anticipated revenue, profit and earnings. Livelynk Group will be affected on an ongoing basis by foreign exchange risks and will have to continually monitor this risk.

(r) **Insurance coverage**

The Company faces various risks in connection with Livelynk Group and may lack adequate insurance coverage or may not have the relevant insurance coverage. Livelynk Group maintains insurance coverage for its employees, as well as professional indemnity, product liability and third party liability insurance. However it does not maintain business interruption insurance or insurance against claims for certain property damage. The Company will need to review its insurance requirements periodically. If Livelynk Group incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, the Company's financial position and financial performance may be adversely affected.

12.2 General Risks

(a) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

(i) general economic outlook;

(i) introduction of tax reform or other new legislation;

(ii) interest rates and inflation rates;

(iii) changes in investor sentiment toward particular market sectors;

(iv) the demand for, and supply of, capital; and

(v) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Economic and government risks**

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the on-line marketing industry including, but not limited to, the following:

(i) general economic conditions in jurisdictions in which the Company operates;

(ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;

(iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology and online advertising sector;

(iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and

(v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(c) **Litigation**

The Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of the Company.

(d) **Investment risk**

An investment in the Securities to be issued pursuant to this Prospectus should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of the Securities. The prices at which an investor may be able to trade the Securities may be above or below the price paid for the Securities. While the Directors commend the Offers, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

13. Material contracts

13.1 Introduction

Set out below are summaries of the key provisions of contracts to which the Company is a party which are, or may be, material in terms of the Offers or the operations of the Company or otherwise are or may be relevant to an investor who is contemplating the Offers. To understand fully all rights and obligations pertaining to the material contracts, it would be necessary to read them in full.

13.2 Option Agreement

The Company and the Vendors have entered into an option agreement pursuant to which the Company had the option to acquire 100% of the issued capital of Livelynk (**Option Agreement**). The Company exercised the option under the Option Agreement and as a result, the parties became bound by a contract for the sale and purchase of all the shares in Livelynk. The material terms of the Option Agreement are as follows:

(a) The consideration is 10,000,000 Consideration Shares.

(b) The Company will conduct the Public Offer, pursuant to a prospectus.

(c) The Acquisition is conditional upon, and subject to, a number of conditions. The following conditions remain outstanding at the date of this Prospectus:

i) The Company obtaining all necessary shareholder approvals as are required (including under the Company's constitution, the Listing Rules and the Corporations Act) to give effect to the transactions contemplated by the Option Agreement, including the Public Offer and the adoption of the Performance Rights Plan.

ii) The Company receiving subscriptions for the amount of the Public Offer.

iii) The Vendors subscribing for the Consideration Shares under this Prospectus.

iv) The parties receiving Securities in connection with the Acquisition entering into escrow agreements as required by ASX.

v) The Company obtaining all necessary regulatory approvals on terms acceptable to the parties as are required to give effect to the transactions contemplated by the Option Agreement, including re-compliance with chapters 1 and 2 of the Listing Rules on terms which the Company believes are capable of satisfaction.

vi) All loans from Vendor, Zhenya Holdings, to Livelynk Group being converted into equity or otherwise extinguished with effect from Completion.

(d) The Vendors have acknowledged that some or all of the Consideration Shares may be escrowed in accordance with the requirements of ASX and will execute such form of escrow agreement as required by the ASX. The Vendors will also procure that the other parties who may receive Securities in connection with the Acquisition will execute such form of escrow agreement as required by the ASX.

(e) In connection with the Acquisition, the Company will also establish the Performance Rights Plan (**Plan**), to enable the Company to incentivise and reward key employees. The Company intends to grant 5,000,000 Class A Performance Rights and 7,500,000 Class B Performance Rights under the Plan to certain directors and key employees, of Livelynk, including the Proposed Directors. Each Performance Right entitles the holder to be issued one Share upon satisfaction of certain milestones. Refer to Sections 14.4 and 14.5 for further details.

(f) One of the Vendors, MCMG has provided Livelynk with interim funding to continue to grow its business pending Completion of the Acquisition, pursuant to a $1,000,000 converting loan facility (**MCMG Converting Loan**). Should the Acquisition proceed to Completion, it has been agreed that this loan will be assigned to the Company and repaid through the issue of Shares and New Options. Refer to Section 13.5(b) for further details.

(g) Consultants to Livelynk, the Advisors, who have assisted in securing the Acquisition opportunity for the Company will be issued a total of 1,500,000 Shares and 500,000 New Options.

(h) At Completion, using funds to be provided by the Company, Livelynk must repay the Livelynk Secured Creditor in full, and procure the release of all security interests held against Livelynk Group.

(i) There are standard commercial warranties regarding Livelynk Group and its business provided by the Vendors associated with the Acquisition.

13.3 Working Capital Loan Deed

To enable Livelynk to continue to generate revenue growth in the period prior to Completion, the Company and Livelynk have entered into the Working Capital Loan Deed pursuant to which the Company has agreed to provide Livelynk with a working capital facility of up to $1,000,000. $200,000 of this amount was drawn down on 5 May 2015 and $250,000 was drawn down on 18 May 2015, and it is intended that the balance will be drawn down as follows: $250,000 on or around 1 June 2015; and $300,000 on or around 22 June 2015.

The loan is unsecured and will become repayable within seven days if the Acquisition does not complete. If the Acquisition completes, no interest will be payable on the loan amount. If the Acquisition does not complete, interest of 10% per annum, calculated on the loan amount will be payable on maturity.

The Working Capital Loan Deed contains customary events of default and covenants for an agreement of its nature.

13.4 Lead Manager Mandate

The Company has appointed Patersons Securities Limited (AFSL 239 052) to act as lead manager of the Public Offer. In consideration of its services, Patersons will receive a fee of 6.0% of the total amount raised under the Public Offer and a corporate advisory fee of $60,000 on completion of the Public Offer. In addition, Patersons will be entitled to be reimbursed for reasonable out of pocket expenses incurred in connection with the assignment.

Patersons will have the right of first refusal to act as lead manager to any capital raising or similar corporate transaction that the Company undertakes in the 12 months following completion of the Public Offer.

The agreement contains covenants, warranties, representations and indemnities that are customary for an agreement of this nature.

13.5 Livelynk Agreements

From an operational point of view, Livelynk Group is typically engaged by Advertisers on an "as needs" basis for specific advertising campaigns. In this sense, Livelynk Group is involved in short term engagements and sources Affiliates for the specific advertising campaigns. Livelynk Group is not party to any specific long term or major contracts with any particular Advertisers, and accordingly there is no single advertising contract that contributes to a significant part of Livelynk Group's revenue, or upon which Livelynk Group's operating performance is dependent.

Set out below are summaries of the material provisions of agreements to which Livelynk is a party and which may be material in terms of the Offers or the operations of Livelynk, or otherwise are or may be relevant to an investor who is contemplating the Offers.

(a) **Secured Creditor Loan Agreement and General Security Deed**

Livelynk has entered into a loan agreement pursuant to which it will owe the Livelynk Secured Creditor approximately $1,370,000 by 30 June 2015. Livelynk and the Livelynk Secured Creditor have also entered into a general security deed pursuant to which Livelynk has granted security over all of its assets in favour of the Livelynk Secured Creditor to secure repayment of monies owing to the Livelynk Secured Creditor.

It is a term of the Option Agreement, that at Completion of the Acquisition, Livelynk will repay the Livelynk Secured Creditor in full, using funds provided by the Company, and must procure a release of all of the Livelynk Secured Creditor's security interests.

(b) **MCMG Converting Loan Agreement**

Livelynk has entered into the MCMG Converting Loan Agreement, pursuant to which MCMG made available a $1,000,000 converting loan facility available to Livelynk. This MCMG Converting Loan was to be satisfied by the issue of shares in Livelynk to MCMG.

Under the Option Agreement, it has been agreed that the MCMG Converting Loan will be assigned to the Company at Completion and repaid through the issue of Shares at the Public Offer issue price and the grant of 6,500,000 New Options.

13.6 Agreements with Directors, Related Parties and key management personnel

A summary of the agreements with Directors, key management personnel and related parties of the Company is set out in Section 9.6.

14. Additional information

14.1 Rights attaching to Shares

Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares under the Constitution. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders:

(a) **General meeting and notices**

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney; representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a share and more than one of them is present at a meeting and tenders a vote in respect of the share, the Company will count only the vote cast by the member whose name appears first in the Company's register of members.

(c) **Issues of further Shares**

The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, Listing Rules, the Corporations Act and any rights for the time being attached to the shares in any special class of those shares.

(d) **Variation of Rights**

Unless otherwise provided by the Constitution or by the terms of issue of a class of shares, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(e) **Transfer of Shares**

Subject to the Constitution, the Corporations Act and Listing Rules, Shares are freely transferable.

The Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by any other method of transferring or dealing with Shares introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by either the Directors or ASX that is permitted by the Corporations Act.

The Directors may decline to register a transfer of Shares (other than a proper transfer in accordance with the ASX Settlement Operating Rules) where permitted to do so under the Listing Rules. If the Directors decline to register a transfer, the Company must, within 5 business days after the transfer is delivered to the Company, give the party lodging the transfer written notice of the refusal and the reason for the refusal. The Directors must decline to register a transfer of Shares when required by law, by the Listing Rules or by the ASX Settlement Operating Rules.

(f) **Partly paid Shares**

The Directors may, subject to compliance with the Constitution, the Corporations Act and Listing Rules, issue partly paid shares upon which there are outstanding amounts payable. These shares will have limited rights to vote and to receive dividends.

(g) **Dividends**

The Directors may from time to time determine dividends to be distributed to members according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

(h) **Winding up**

Subject to the rights of holders of shares with special rights in a winding-up, if the Company is wound up, members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid-up or credited as paid up on the shares when the winding up begins.

(i) **Dividend reinvestment and Share plans**

Subject to the requirements in the Corporations Act and the Listing Rules, the Directors may implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(j) **Directors**

The Constitution states that the minimum number of Directors is three and the maximum number is nine.

(k) **Powers of the Board**

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors have the power to manage the business of the Company and may exercise every right, power or capacity of the Company.

(l) **Share buy backs**

Subject to the provisions of the Corporations Act and the Listing Rules, the Company may buy back shares in itself on the terms and at times determined by the Directors.

(m) **Unmarketable parcels**

The Company's constitution permits the Board to sell the Shares held by a Shareholder if they comprise less than a marketable parcel within the meaning of ASX Business Rules. The procedure may only be invoked once in any 12 month period and requires the Company to give the Shareholder notice of the intended sale.

If a Shareholder does not want his Shares sold, he may notify the Company accordingly.

(n) **Capitalisation of profits**

The Company may capitalise profits. Subject to the Constitution and the terms of the issue of shares, members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(o) **Capital reduction**

Subject to the Corporations Act and Listing Rules, the Company may reduce its share capital.

(p) **Preference Shares**

The Company may issue preference shares, including preference shares that are liable to be redeemed. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company's members.

14.2 Terms and conditions of Existing Unlisted Options

The rights and liabilities attaching to the Existing Unlisted Options can be summarised as follows:

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

(b) Subject to paragraph (j), the amount payable upon exercise of each Option will be $0.20 (**Exercise Price**).

(c) Each Option will expire at 5.00pm (WST) on 31 December 2016 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

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

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

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

(g) Within 15 Business Days after the later of the following:

i) the Exercise Date; and

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

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

iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

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

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

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

(i) If admitted to the Official List at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

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

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

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

(m) The Company will not apply for quotation of the Options on ASX.

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

14.3 Terms and conditions of New Options

The rights and liabilities attaching to the New Options can be summarised as follows:

(a) Each New Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) The New Options have an exercise price of $0.50 (**Exercise Price**) and an expiry date of the date which is 3 years after the date of Completion (**Expiry Date**).

(c) The New Options are exercisable at any time on or prior to the Expiry Date.

(d) The New Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised. Any Notice of Exercise of a New Option received by the Company will be deemed to be a notice of the exercise of that New Option as at the date of receipt.

(e) Shares issued on exercise of the New Options will rank equally with the then shares of the Company.

(f) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

(g) After a New Option is validly exercised, the Company must, within 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the New Option:

   i) issue the Share; and

   ii) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

(h) There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options. However, the Company will give the holders of New Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(i) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

   i) the number of Shares which must be issued on the exercise of an New Option will be increased by the number of Shares which the New Optionholder would have received if the New Optionholder had exercised the New Option before the record date for the bonus issue; and

ii) no change will be made to the Exercise Price.

(j) If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of a New Option will be reduced according to the following formula:

$$\text{New exercise price} = \frac{O - E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the New Option.

E = the number of underlying Shares into which one New Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(k) If there is any reconstruction of the issued share capital of the Company, the rights of the New Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) The Company will not apply to ASX for quotation of the New Options.

(m) The New Options are not transferable.

(n) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the New Options with the appropriate remittance should be lodged at the Company's share registry.

14.4 Terms and conditions of Performance Rights

(a) Entitlement

Each Performance Right entitles the holder to be issued one Share upon satisfaction of certain milestones.

(b) Vesting Conditions, Milestone Date and Expiry Date

The Performance Rights will be granted in two tranches with the vesting conditions and milestone dates set out below:

Tranche	Vesting Condition	Milestone Date
Class A Performance Rights	Upon Livelynk Group achieving A$25,000,000 of cumulative gross revenue within 18 months after Completion.	On or before the date that is 18 months after Completion (**Class A Milestone Date**)
Class B Performance Rights	Upon Livelynk Group achieving cumulative net profit before tax of A$1,500,000 during the period from Completion until the date that is 24 months after Completion.	On or before the date that is 24 months after Completion (**Class B Milestone Date**)

The Performance Rights will have the following expiry dates:

i) Class A Performance Rights will expire at 5.00 pm on the date which is 5 Business Days after the Class A Milestone Date; and

ii) Class B Performance Rights will expire at 5.00 pm on the date which is 5 Business Days after the Class B Milestone Date.

If a performance condition of a Performance Right is not achieved by the milestone date then the Performance Right will lapse.

(c) The Performance Rights will otherwise be issued on the general terms provided for in the Performance Rights Plan.

14.5 Summary of the Performance Rights Plan

Summary of the Performance Rights Plan and terms on which offers of Performance Rights may be made:

(a) The directors of the Company from time to time, at their discretion, may at any time invite Eligible Employees to participate in the grant of Performance Rights.

(b) The eligible participants under the Plan are full time and part time Employees (including Directors) of the Company and its related bodies corporate or any other person who is declared by the Board to be eligible to receive a grant of Performance Rights under the Plan (**Eligible Employees**). Subject to the Board approval an Eligible Employee may nominate a nominee to receive the Performance Rights to be granted to the Eligible Employee.

The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.

(c) The Plan is administered by the Directors of the Company, who have the power to:

i) determine appropriate procedures for administration of the Plan consistent with its terms;

ii) resolve conclusively all questions of fact or interpretation in connection with the Plan;

iii) delegate the exercise of any of its powers or discretions arising under the Plan to any one or more persons for such period and on such conditions as the Board may determine; and

iv) suspend, amend or terminate the Plan (subject to restrictions on amendments to the Plan which reduce the rights of the Participant in respect of any Performance Rights or Shares already granted).

(d) Performance Rights will be granted for nil cash consideration, unless the Board determines otherwise (which will be no more than a nominal amount).

(e) No amount will be payable on the exercise of Performance Rights under the Plan.

(f) The Plan does not set out a maximum number of Shares that may be made issuable to any one person or company.

(g) The Company must have reasonable grounds to believe that the number of Shares to be issued on exercise of the Performance Rights 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 three years under:

i) an employee incentive plan of the Company covered by ASIC Class Order 14/1000; or

ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,

does not exceed 5% of the total number of issued Shares at the time the invitation to acquire Performance Rights is made (but disregarding any securities issued as the result of an offer that can be disregarded in accordance with ASIC Class Order 14/1000).

(h) The Shares to be issued following the Performance Rights vesting conditions being satisfied, will be issued on the same terms as the fully paid, ordinary shares of the Company and will rank equally with all of the Company's then existing Shares.

(i) The Performance Rights granted under the Plan will be subject to vesting conditions determined by the Board from time to time and expressed in a written offer made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The vesting conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the Participant and/or by the Company or (iii) such other performance conditions as the Board may determine and set out in the offer. The Board determines whether vesting conditions have been met.

(j) Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the offer to the Eligible Employee.

(k) The vesting conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the offer to the Eligible Employee. The Board shall have discretion to extend a milestone date. Performance Rights will not be listed for quotation. However, the Company will make application to ASX for official quotation of all Shares issued on vesting of the Performance Rights within the period required by the Listing Rules.

(l) The Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.

(m) If a vesting condition of a Performance Right 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).

(n) Under the Plan, if the Participant ceases to be an employee of the Company Group for any reason other than those reasons set out in (m), including (but not limited to) upon the retirement, total and permanent disability, redundancy, death of a Participant or termination by agreement then in respect of those Performance Rights which have not satisfied the vesting condition but have not lapsed, then the Participant shall be permitted to continue to hold those Performance Rights as if the Participant was still an Eligible Employee except that any continuous service condition will be deemed to have been waived (unless the Board determines otherwise).

(o) If a Participant acts fraudulently or dishonestly, is in breach of his or her obligations to the Company and its related bodies corporate or has done an act which has brought the Company or any of its related bodies corporate into disrepute, or the Company becomes aware of a material misstatement or omission in the financial statements in relation to the Company Group, a Participant is convicted of an offence in connection with the affairs of the Company Group or a Participant has judgment entered against him in any civil proceedings in respect of the contravention of his duties at law in his capacity as an employee or officer of the Company Group, the Board will have the discretion to deem any Performance Rights to have lapsed.

(p) If in the opinion of the Board, Performance Rights vested as a result of the fraud, dishonesty or breach of obligations of either the Participant or any other person and in the opinion of the Board, the Performance Rights would not have otherwise vested; or the Company is required by, or entitled under, law to reclaim an overpaid bonus or other amount from a Participant, then the Board may determine (subject to applicable law) any treatment in relation to the Performance Rights or Shares to comply with the law or to ensure no unfair benefit is obtained by the Participant.

(q) 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.

(r) There are no participating rights or entitlements inherent in the Performance Rights and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

(s) If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the number of Shares which must be allocated on the exercise of a Performance Right.

(t) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be allocated on the exercise of a Performance Right will be increased by the number of Shares which the Participant would have received if the Performance Right had vested before the record date for the bonus issue.

(u) If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

14.6 Substantial Shareholders

At the date of this Prospectus, the following Shareholders have a voting power of 5% or more of the Shares on issue.

Shareholder	Number of Shares Held	% interest as at date of Prospectus
Barry John MacKinnon & Pamela Anne MacKinnon <BJ & PA MacKinnon Superannuation Fund>	1,209,477	5.75%
Giovanni Nominees Pty Ltd <Giovanni Family Trust>[1]	1,200,000	5.70%
Peter Alexander and Suzanne Alexander <PA & SA Superannuation Fund>	1,200,000	5.70%
Reco Holdings Pty Ltd <Reco Super Fund A/C>	1,200,000	5.70%
1. Existing Director, John Rubino, is also a substantial holder by virtue of controlling Giovanni Nominees Pty Ltd.		

On Completion of the Offers (assuming no new investors become substantial holders) the only substantial Shareholders will be as set out below:

Shareholder	Number of Shares Held	% interest as at Completion of Offers
Zhenya Holdings Pty Ltd As Trustee For the Zhenya Holdings Trust[1]	7,500,000	12.39%
MC Management Group Pty Ltd	6,500,000	10.74%
1. Proposed Director, Zhenya Tsvetnenko will also be a substantial Shareholder by virtue of controlling Zhenya Holdings.		

The Company will announce to the ASX details of its top-20 Shareholders (following completion of the Offers) prior to the Shares commencing trading on ASX.

14.7 Fees and benefits

Other than as set out below or elsewhere in this Prospectus, no promoter of the Company or person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or had within two years before lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offers under this Prospectus; or

(c) the Offers under this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered in connection with the formation or promotion of the Company or the Offers of Securities under this Prospectus.

Security Transfer Registrars Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

Patersons has acted as lead manager of the Public Offer. In respect of this work, Patersons will be paid approximately $420,000 (excluding GST) as detailed in Section 13.4. During the 24 months preceding lodgement of this Prospectus at the ASIC, Patersons has not received any fees from the Company.

HLB Mann Judd has acted as investigating accountant and has prepared the Investigating Accountant's Report which has been included in Section 11. The Company estimates it will pay HLB Mann Judd a total of $12,000 for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, HLB Mann Judd has received fees totalling $44,470 from the Company.

GTP Legal has acted as the solicitors to the Company in relation to the Offers and has been involved in due diligence enquiries on legal matters. The Company estimates it will pay GTP Legal approximately $55,000 for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, GTP Legal has received approximately $2,600 in fees from the Company.

14.8 Consents

Each of the parties referred to in this section:

(a) does not make, or purport to make, any statement in this Prospectus, or any statement on which a statement in this Prospectus is based, other than those referred to in this section;

(b) has not authorised or caused the issue of this Prospectus or the making of the Offers; and

(c) makes no representations regarding, and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in, or omissions from, any part of this Prospectus other than a reference to its name and a statement and/or any report (if any) included in this Prospectus with the consent of that party as specified in this section.

Patersons has given its written consent to being named as lead manager to the Public Offer in this Prospectus. Patersons has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

HLB Mann Judd has given its written consent to being named as the auditor to the Company in this Prospectus. HLB Mann Judd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

HLB Mann Judd has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Section 11 in the form and context in which the report is included. HLB Mann Judd has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

GTP Legal has given its written consent to being named as the lawyer to the Company in this Prospectus. GTP Legal has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

14.9 Litigation

To the knowledge of the Existing Directors and the Proposed Directors, as at the date of this Prospectus, neither the Company nor Livelynk Group is involved in any legal proceedings and the Existing Directors and the Proposed Directors are not aware of any legal proceedings pending or threatened against the Company or Livelynk Group.

14.10 ASX Waivers

The Company has applied for a waiver from the ASX to permit it to issue Shares under the Public Offer to Existing Director, Mr Peter Alexander later than one month following the General Meeting but no later than three months following the General Meeting. The Company has not yet received a decision from ASX on this application. The Company will make an announcement once the result of ASX's final decision is notified to the Company.

14.11 Taxation

The acquisition and disposal of Securities in the Company will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Prospectus.

14.12 Expenses of the Offers

The estimated expenses of the Offers are as follows:

Item of expenditure	
ASX & ASIC fees	$69,036
Legal fees	$55,000
Investigating Accountant's Report	$12,000
Lead Manager Fee[1]	$420,000
Share registry, printing and other expenses	$22,000
Total	**$**578,036

Notes:

1. Refer to Section 13.4 for further details in respect to the fees payable to the Lead Manager.

15. Directors' authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Existing Directors and the Proposed Directors.

In accordance with Section 720 of the Corporations Act, each Existing Director and Proposed Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

John Rubino
Chairman

For and on behalf of Fortunis Resources Limited

20 May 2015

16. Glossary

Where the following terms are used in this Prospectus they have the following meanings:

A$** or **$ means an Australian dollar.

Acquisition means the acquisition by the Company of all of the issued capital of Livelynk, pursuant to the Option Agreement.

Acquisition Resolutions has the meaning given in Section 6.5.

Advertiser has the meaning given in Section 8.3(a).

Advisor Options means 500,000 New Options to be issued to the Advisors in equal proportions.

Advisor Securities means the Advisor Shares and Advisor Options.

Advisor Shares means 1,500,000 Shares to be issued to the Advisors in equal proportions.

Advisors means Mr Brett Mitchell and Risely Resources Pty Ltd.

Affiliate has the meaning given in Section 8.3(a).

Applicant means a person who submits an Application Form.

Application means a valid application for Securities pursuant to an Application Form.

Application Form means an application form as provided with a copy of this Prospectus relating to the Offers.

Application Monies means application monies for Shares received and banked by the Company.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange operated by ASX Limited (as the context requires).

Board means the board of Directors as constituted from time to time.

Business Day means a week day when trading banks are ordinarily open for business in Perth, Western Australia.

Class A Performance Rights means the contractual right to be issued a Share on the achievement of the milestones and on the terms detailed in Section 14.4 to be granted under the terms and conditions of the Performance Rights Plan.

Class B Performance Rights means the contractual right to be issued a Share on the achievement of the milestones and on the terms detailed in Section 14.4 to be granted under the terms and conditions of the Performance Rights Plan.

Closing Date means the closing date of the Offers as set out in the indicative timetable in Section 3.

Company or **Fortunis** means Fortunis Resources Limited (ACN 156 377 141) (to be renamed Tech Mpire Limited).

Company Group means the Company and its 'related bodies corporate' (as that term is defined in the Corporations Act).

Completion means the completion of the Acquisition.

Conditions of the Offer means the conditions of the Public Offer outlined in Section 6.4.

Consideration Shares means the Shares being offered to the Vendors pursuant to the Livelynk Offer.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company at the date of this Prospectus and the Proposed Directors.

Eligible Employee means a full time or part time employee of the Company Group (including a director) or any other person who is declared by the Board to be eligible to receive a grant of Performance Rights under the Performance Rights Plan.

Existing Directors means the persons identified as existing directors in the Corporate Directory.

Existing Unlisted Options mean the Options currently on issue on the terms and conditions set out in Section 14.2.

FY means full year.

General Meeting means the general meeting of Shareholders to be held on 5 June 2015.

Investigating Accountant's Report means the investigating accountant's report in Section 11.

HLB Mann Judd means HLB Mann Judd (WA Partnership).

HY means half year.

Lead Manager means Patersons.

Listing Rules means the official listing rules of ASX.

Livelynk means Livelynk Group Pty Limited (ACN 134 429 637).

Livelynk Group or **Livelynk Group Companies** means Livelynk and each of its subsidiaries, namely Mpire Media and Mpire Network.

Livelynk Offer has the meaning given in Section 6.2.

Livelynk Offer Application Form means the application form as provided with a copy of this Prospectus relating to the Livelynk Offer.

Livelynk Secured Creditor means Lithex Resources Limited (ACN 140 316 463).

MCMG means MC Management Group Pty Ltd (ACN 168 284 295).

MCMG Converting Loan means the converting loan facility of $1,000,000 made available by MCMG to Livelynk pursuant to the MCMG Converting Loan Agreement.

MCMG Converting Loan Agreement means the converting loan agreement dated 23 March 2015 between MCMG, Livelynk and ZH, pursuant to which MCMG made the MCMG Converting Loan available to Livelynk.

MCMG Offer has the meaning given in Section 6.3.

MCMG Offer Application Form means the application form as provided with a copy of this Prospectus relating to the MCMG Offer.

Mpire means the Mpire Media business conducted by Livelynk Group.

Mpire Media means Mpire Media Pty Ltd (ACN 126 813 214), a wholly owned subsidiary of Livelynk.

Mpire Network means Mpire Network Inc, a company incorporated in Canada with the registration number 002411178, a wholly owned subsidiary of Livelynk.

Minimum Subscription means 24,000,000 Shares at $0.25 each to raise $6,000,000.

New Options means Options on the terms and conditions specified in Section 14.3.

Offers means the Public Offer, the Livelynk Offer and the MCMG Offer.

Official List means the official list of ASX.

Official Quotation means official quotation of the Company's Shares by ASX in accordance with the Listing Rules.

Option means an option to subscribe for a Share.

Option Agreement has the meaning give in Section 13.2.

Participant means a person who holds a Performance Right under the Performance Rights Plan.

Patersons means Patersons Securities Limited (ACN 008 896 311) (AFSL: 239 052).

Performance Rights Plan or **Plan** means the Company's performance rights plan to be approved at the General Meeting and summarised in Section 14.5.

Performance Rights means the Class A Performance Rights and Class B Performance Rights.

Proposed Directors means the persons identified as proposed directors in the Corporate Directory, the details of whom are set out in Section 9.1.

Prospectus means this prospectus.

Public Offer has the meaning given in Section 6.1.

Public Offer Application Form means the application form as provided with a copy of this Prospectus relating to the Public Offer

Securities means Shares, Options and Performance Rights or any combination of these as the context provides.

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

Share Registry means Security Transfer Registrars Pty Ltd.

Shareholder means a holder of Shares.

Vendors mean the shareholders of Livelynk, being Zhenya Holdings and MCMG.

Working Capital Loan Deed means the working capital loan deed dated 5 May 2015 between the Company and Livelynk, pursuant to which the Company has agreed to provide Livelynk with a working capital facility of up to $1,000,000 for the period prior to Completion.

WST means Western Standard Time, Perth, Western Australia.

ZH or **Zhenya Holdings** means Zhenya Holdings Pty Ltd (ACN 121 173 073) as trustee for The Zhenya Holdings Trust.

Zhenya Group has the meaning given in Section 8.3(a).