

LiveTiles Limited**ABN** 95 066 139 991**Address** c/- Level 5, 137-139 Bathurst Street
Sydney NSW 2000**Tel.** +61 2 8072 1400**Fax.** +61 2 9283 1970**4 September 2015**

Ms Elizabeth Harris
Principal Advisor, Listings Compliance (Perth)
ASX Compliance Pty Limited
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

By Email: Elizabeth.Harris@asx.com.au

Dear Ms Harris

**LiveTiles Limited (formerly known as Modun Resources Limited)
Pre-Quotation Disclosure**

We refer to the letter from the ASX dated 24 August 2015 and provide the following information by way of pre-quotation disclosure.

1. Updated Appendix 1A and Information Form and Checklist – **attached**.
2. Distribution schedule – **attached**.
3. Top 20 shareholder list – **attached**.
4. The following securities will be escrowed for the following periods of time:

Voluntary escrow

Type of security	Number of securities	Period of escrow
Fully paid ordinary shares	180,375,276	24 months from the date of completion of the acquisition of LiveTiles Holdings Pty Ltd, being until 25 August 2017.
Fully paid ordinary shares	4,856,250	Until 1 January 2016.
Fully paid ordinary shares	4,856,250	Until 1 January 2017.
Fully paid ordinary shares	4,856,250	Until 1 January 2018.
Fully paid ordinary shares	15,000,000	Until the later to occur of: (a) the second anniversary from the date of issue, being 25 August 2017; (b) the date on which the weighted average closing price of the Company's Shares over the last 20 trading days is equal to or greater than \$0.25; and (c) 6 years from the date of issue, being 25 August 2021.

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Fully paid ordinary shares	10,000,000	Until the later to occur of: (a) the third anniversary from the date of issue, being 25 August 2018; (b) the date on which the weighted average closing price of the Company's Shares over the last 20 trading days is equal to or greater than \$0.35; and (c) 6 years from the date of issue, being 25 August 2021.
Fully paid ordinary shares	10,000,000	Until the later to occur of: (a) the fourth anniversary from the date of issue, being 25 August 2019; (b) the date on which the weighted average closing price of the Company's Shares over the last 20 trading days is equal to or greater than \$0.45; and (c) 6 years from the date of issue, being 25 August 2021.

ASX imposed escrow

Type of security	Number of securities	Period of escrow
Fully paid ordinary shares	228,460,656	24 months from the date of reinstatement to official quotation.
Fully paid ordinary shares	18,206,011	12 months from the date of issue of the securities.

5. The Company confirms that it has satisfied the conditions precedent under the Share Sale Agreement dated 27 April 2015 and has satisfied (or waived) all of the conditions precedent thereunder to effect the acquisition by the Company of LiveTiles Holdings Pty Ltd (**LiveTiles Holdings**), which includes the issue of 225,000,000 fully paid ordinary shares to the Vendors.
6. The Company confirms that LiveTiles Holdings has completed the following:
 - a. a share split on the basis that every one LiveTiles Holdings share is divided into 10,000 LiveTiles Holdings shares;
 - b. the issue of 855,857 LiveTiles Holdings shares (on a post-share split basis) to certain employees of LiveTiles Holdings;
 - c. the issue of 37,471 LiveTiles Holdings shares (on a post-share split basis) to rhipe LiveTiles Holdings;
 - d. the issue of LiveTiles Holdings shares (on a post-share split basis) to ZTH Tech Pty Ltd (**ZTH Tech**) and NIA Tech Pty Ltd (**Nia Tech**) in discharge of consultancy fees and accrued salaries to the value of \$1,780,000;
 - e. the issue of 328,200 LiveTiles Holdings shares (on a post-share split basis) to the nSynergy Trust; and
 - f. the subscription by ZTH Tech and NIA Tech of \$750,000 shares in LiveTiles Holdings.

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7. The Company confirms that it has completed the issue of 35,000,000 shares (in aggregate) under the Management Incentive Plan to Peter Nguyen-Brown, Karl Redenbach, Matthew Brown, Andrew Gray and Michael Hill.
8. The Company confirms that no securities in LiveTiles Holdings were issued to the Company under the convertible note deed dated 4 June 2015 issued by LiveTiles Holdings in favour of the Company. The Company confirms that the convertible note will not be converted and remain as an intra-group debt.
9. The Company confirms that the number of securities in the Company issued to each of Jeffrey Emmanuel, Robert Jesudason, Michael Alexander and Damien Abdallah (together, the **Noteholders**) under the convertible note deed dated 24 July 2015 issued by the Company in favour of the Noteholders was as follows:
 - a. Jeffrey Emmanuel: 2,000,000
 - b. Robert Jesudason: 2,166,667
 - c. Michael Alexander: 1,666,667
 - d. Damien Abdallah: 166,667
10. The Company confirms that 5,568,750 fully paid ordinary shares were issued to unrelated employees under the employee incentive plan, and further confirms that this issue was completed.
11. The Company confirms that the conditions of the Offer have been satisfied.
12. As at the date of reinstatement, the Company confirms that its capital structure is as follows:

Capital Structure	Number of Securities
Shares	
Fully paid ordinary shares (including restricted securities)	377,182,675
Options	
Unlisted options, exercisable at \$0.10 per option, expiring 28/10/17	5,300,000
Unlisted options, exercisable at \$2.00 per option, expiring 31/12/15	720,000
Unlisted options, exercisable at \$3.00 per option, expiring 31/12/15	720,000
Unlisted options, exercisable at \$5.00 per option, expiring 31/12/15	640,000

13. The Company confirms that there have been no material subsequent events to alter the Company's statement of financial position as detailed in section 10.4 of the Prospectus.
14. The Company confirms that there are no legal, regulatory or contractual impediments to the Company undertaking the activities that are the subject of the commitments disclosed in the Prospectus.

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15. Corporate governance statement – **attached**.
16. Company's securities trading policy – **attached**.
17. Audited special purpose accounts of LiveTiles for the financial year ending 31 December 2014 – **attached**.
18. The Company is in compliance with the Listing Rules, specifically, Listing Rule 3.1.

If you have any queries, please contact the undersigned on +61 2 8072 1400.

Yours faithfully

Andrew Whitten
Company Secretary