

Pro-Rata Non-Renounceable Entitlement Offer - Notice under section 708AA(2)(f) of the Corporations Act

This notice is given by Bluechiip Limited (**Bluechiip** or the **Company**) (**ASX: BCT**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**) as notionally modified by Australian Securities and Investment Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument 2016/84**) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**ASIC Instrument 2016/73**).

Where applicable, references in this notice to sections of the Act are to those sections as modified by ASIC Instrument 2016/84 and ASIC Instrument 2016/73.

The Company today announced a five (5) for seven (7) non-renounceable entitlement offer to raise up to approximately \$4m (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**) will be invited to subscribe for five (5) new fully paid ordinary shares (**New Shares**) for every seven (7) fully paid ordinary shares held as at the record date, being 7.00pm (Sydney time) on 8 February 2024 (**Record Date**), at an issue price of \$0.007 cents per New Share, to raise up to approximately \$4 million (before transaction costs). The Entitlement Offer is not underwritten.

The Company also announced that it is undertaking a placement to raise ~\$0.84 million via the issue of 119 million fully paid ordinary shares at an issue price of \$0.007 per share (**Placement**). The Placement is anticipated to settle on 9 February 2024, being after the Record Date.

Further details of the Entitlement Offer are set out in the Company's ASX announcement, Appendix 3B and investor presentation that have been lodged with ASX today, and the offer booklet that the Company expects to release on 13 February 2024 and dispatch to eligible shareholders of the Company on or about that same date.

Pusuant to the Entitlement Offer, the Company will issue up to approximately 568,124,139 New Shares. The Offer documents for the Entitlement Offer will be dispatched to eligible shareholders, and the Entitlement Offer will be open, on Tuesday, 13 February 2024.

Eligible Shareholders (who are not related parties) may, in addition to taking up their entitlements in full, apply for additional shares in excess of their entitlements at the same price under the Entitlement Offer.

Information required under section 708AA(7) of the Corporations Act

The Company hereby gives notice that:

- a) The New Shares will be offered pursuant to the Entitlement Offer without disclosure under Part 6D.2 of the Corporations Act;
- b) This notice is being given under section 708AA(2)(f) of the Act;
- c) as at the date of this notice, the Company has complied with:
 - a. the provisions of Chapter 2M of the Act as they apply to the Company; and
 - b. section 674 and section 674A of the Act;
- d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act;
- e) The potential effect the issue of New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including investor demand and existing shareholdings. However, given:
 - (i) the structure of the Entitlement Offer as a pro rata issue;
 - (ii) the current level of holdings of substantial holdings (based on substantial holding notices that have been given to the Company and lodged with ASX on or prior to the date of this notice) and issue of New Shares under the Entitlement Offer,the Entitlement Offer is not expected to have a material effect or consequence on the control of the Company. Further information is set out below.

Dilution and control

Given the structure of the Entitlement Offer as a pro rata offer, if all eligible shareholders of the Company take up their Entitlement, the ownership interest (and voting power) in the Company of each eligible shareholder of the Company will remain largely unchanged and the effect on the control of the Company will be negligible.

However, the Company is also undertaking the Placement. New Shares issued under the Placement will represent approximately 8% of the fully paid ordinary shares on issue in the Company following completion of both the Placement and the Entitlement Offer (assuming it is fully subscribed). Accordingly, existing shareholders of the Company will be diluted as a result of the Placement.

To the extent that any eligible shareholder of the Company fails to take up their entitlements, the percentage holding in the Company of that eligible shareholder will be diluted by those other eligible shareholders of the Company who take up some, all or more than their entitlement and also as a result of the Placement. The voting power of ineligible foreign shareholders of the Company will also be diluted.

END.

Authorised for release by the Bluechiip Limited Board

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About Bluechiip Limited

Bluechiip understands that every biological sample – stem cells, blood, eggs, sperm and other biospecimens – is critical, so our objective is to manage each one with optimal quality in the most efficient way. Bluechiip's Advanced Sample Management Solution is the only one that provides sample temperature with ID in cryogenic environments, driving productivity and improving quality. Bluechiip's solution delivers confidence in every sample.

Bluechiip's unique patented technology is a MEMS-based wireless tracking solution that contains no electronics. It represents a generational change from current tracking methods such as labels (hand-written and pre-printed), barcodes (linear and 2D), and Radio Frequency Identification. Bluechiip tags are either embedded or manufactured into storage products such as vials or bags. Each product is easily identified and critical information, such as sample temperature, detected by readers and stored in the Bluechiip software. In addition to functioning in extreme temperatures, the Bluechiip® Advanced Sample management solution can survive autoclaving, gamma irradiation sterilization, humidification, centrifuging, cryogenic storage and frosting.

Bluechiip listed on the ASX in June 2011. Since then, we have significantly developed our technology. Today it has applications in healthcare, including in cryogenic storage facilities (biobanks and biorepositories), pathology, clinical trials and forensics. Other key markets include cold-chain logistics/supply chain, security/defence, industrial/manufacturing and aerospace/aviation.

Bluechiip: Delivering confidence in every sample.

Further information is available at www.bluechiip.com