

# Bluechiip Limited

## Entitlement Offer

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Bluechiip Limited ACN 104 795 922

This Offer Booklet relates to a 5 for 7 pro-rata non-renounceable entitlement offer of fully paid ordinary shares in Bluechiip Limited at an offer price of \$0.007 per New Share.

The Entitlement Offer closes at 5.00pm (Sydney time) on Thursday 7 March 2024

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Offer Booklet is an important document and requires your immediate attention. This Offer Booklet is accompanied by your personalised Entitlement and Acceptance Form. This Offer Booklet is not a prospectus under the Corporations Act 2001 (Cth) and has not been lodged with the Australian Securities & Investments Commission.

You should read this document in its entirety together with the instructions on the accompanying Entitlement and Acceptance Form. If you have any questions about the offer contained in this document or any other matter, you should consult your stockbroker, accountant or other professional advisor or the Bluechiip Limited Information Line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) if you have any questions.

## Important notices

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This Offer Booklet has been issued by Bluechiip Limited (**Bluechiip** or **Company**) ACN 104 795 922.

This Offer Booklet is dated 13 February 2024 and relates to the Entitlement Offer, which is a key part of an offer of New Shares announced by Bluechiip on 5 February 2024. Capitalised terms in this **Section** have the meaning given to them in this Offer Booklet.

### **Status of Offer Booklet**

This Offer Booklet relates to an offer to acquire New Shares through a non-renounceable entitlement offer. This Offer is dated 13 February 2024 and is made pursuant to section 708AA of the Corporations Act (as varied by ASIC Instrument 2016/84), which allows qualifying entities to make an offer of securities without the need to issue a prospectus. Accordingly, this Offer Booklet is not a prospectus for the purposes of Chapter 6D of the Act and has not been, nor is it required to be, lodged with the Australian Securities & Investments Commission. This Offer Booklet does not contain all of the information which would be required to be disclosed in a prospectus or product disclosure statement. As a result, it is important for you to read and understand the publicly available information in relation to Bluechiip and the Entitlement Offer (for example, the information available on Bluechiip's website at [www.bluechiip.com](http://www.bluechiip.com) or on ASX's website at [www.asx.com.au](http://www.asx.com.au)) prior to deciding whether to accept your Entitlement and apply for New Shares.

### **No cooling off rights**

Cooling off rights do not apply to this Offer. You cannot withdraw the application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

### **References to 'you', 'your Entitlement' and 'your Entitlement and Acceptance Form'**

In this Offer Booklet, references to 'you' are references to Eligible Shareholders and references to 'your Entitlement' and 'your Entitlement and Acceptance Form' are references to the Entitlement and the Entitlement and Acceptance Form for Eligible Shareholders.

### **Professional advice and risks**

The information in this Offer Booklet is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. Bluechiip is not licensed to provide financial product advice in respect of the New Shares. It is important that you read this Offer Booklet in its entirety before deciding whether to apply for New Shares.

Investments in Bluechiip are subject to investment risk, including delays in repayment and loss of income and capital invested. You should consider the risk factors that could affect the performance of Bluechiip, some of which are outlined in the "Key Risks" section of the Investor Presentation. When making an investment decision in connection with the Entitlement Offer, it is essential that you consider these risk factors carefully in light of your individual personal circumstances, including financial and taxation issues (some of which have been outlined in **Section 6** of this Offer Booklet).

In addition to reading this Offer Booklet in conjunction with Bluechiip's other periodic and continuous disclosure announcements including the Investor Presentation and Bluechiip's announcements to the ASX and on its website, you should conduct your own independent review, investigation and analysis of Bluechiip and the New Shares and obtain any professional advice you require to evaluate the merits and risks of an investment in Bluechiip before making any investment decision.

If you have any questions in relation to the Offer, you should seek professional advice from your legal, investment or other professional adviser.

#### **Disclaimer**

Bluechiip and its respective affiliates, related bodies corporate, directors, officers, partners, employees, advisers and agents disclaim any duty or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law, for any expenses, losses, damages or costs incurred by you as a result of your participation in or failure to participate in the Entitlement Offer and the information in this Offer Booklet being inaccurate or due to information being omitted from this Offer Booklet and make no representation or warranty, express or implied, as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties, express or implied, as to the fairness, currency, accuracy, reliability or completeness of the information in this Offer Booklet.

#### **Foreign jurisdictions**

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. This Offer Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States of America and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States of America.

This Offer Booklet is not to be distributed in, and no offer of New Shares is to be made in countries other than the jurisdictions specified in this Offer Booklet. The distribution of this Offer Booklet (including an electronic copy) in other jurisdictions may be restricted by law and, therefore, persons who come into possession of this Offer Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction. Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Each Application will be subject to all requisite authorities and clearances being obtained for Bluechiip to lawfully receive any or all of the Application Monies.

#### **United States**

This document may not be released or distributed in the United States of America. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States.

#### **New Zealand**

The Entitlements and the New Shares being offered under this Offer Booklet are not being offered or sold to the public in New Zealand other than to Shareholders with registered addresses in New Zealand in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. This Offer Booklet has not been registered, filed with, or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Offer Booklet is not an investment statement or prospectus under New Zealand law,

and may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

### **No guarantee**

Except as required by law, and only to the extent so required, neither Bluechiip nor any other person warrants or guarantees the future performance of Bluechiip or any return on any investment made pursuant to this Offer Booklet.

Neither Bluechiip nor any other party makes any representation or gives any guarantee or assurance:

- (a) as to the performance or success of Bluechiip;
- (b) as to the rate of income or capital growth from Bluechiip; or
- (c) that there will be no capital loss or particular taxation consequences of investing in Bluechiip.

Investors should note that Bluechiip's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) Bluechiip's future performance including Bluechiip's future financial position or share price performance.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Offer Booklet. Any information or representation not contained in this Offer Booklet may not be relied on as having been authorised by Bluechiip.

### **Forward looking statements**

This Offer Booklet may contain certain 'forward looking statements'. Forward looking statements can generally be identified by the use of forward looking words such as 'expect', 'anticipate', 'likely', 'intend', 'propose', 'should', 'could', 'may', 'predict', 'plan', 'will', 'believe', 'forecast', 'estimate', 'target', and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Entitlement Offer and the use of proceeds. The forward looking statements contained in this Offer Booklet involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Bluechiip and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. The forward-looking statements are based on information available to Bluechiip as at the date of this Offer Booklet. Except as required by law or regulation (including the Listing Rules), Bluechiip is under no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

**You are strongly cautioned not to place undue reliance on forward looking statements.**

### **Authorisation**

No entity (other than Bluechiip) referred to in the corporate directory of this Offer Booklet, nor any of their respective related bodies corporate, nor any of their respective directors, officers, partners, employees, representatives or agents, have authorised or caused the issue of this Offer Booklet and they do not take any responsibility for this Information or any action taken by you on the basis of such information. To the maximum extent permitted by law, each of those persons exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

### **Lead Manager**

The Lead Manager has acted as sole lead manager to the Placement only. The Lead Manager has not authorised, permitted or caused the issue or lodgement, submission,

dispatch or provision of this Offer Booklet and, there is no statement in this Offer Booklet which has been verified by or is based on any statement made by the Lead Manager. To the maximum extent permitted by law, the Lead Manager:

- expressly disclaims all liabilities (including, without limitation, any liability arising from fault or negligence on the part of any person) in respect of, and make no representations regarding, and take no responsibility for, any part of this Offer Booklet, or any action taken by you on the basis of the information in this Offer Booklet, and makes no representation or warranty as to the currency, accuracy, reliability or completeness of the Offer Booklet;

and

- excludes and disclaims all liability for any expenses, losses, damages or costs (whether direct, indirect, consequential or contingent) incurred by you as a result of your participation in the Entitlement Offer and/or this Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

The Lead Manager is acting for and providing services to Bluechiip in relation to the Placement and will not be acting for or providing services to Bluechiip Shareholders or potential investors. The Lead Manager has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with Bluechiip. The engagement of the Lead Manager is not intended to create any fiduciary obligations, agency or other relationship between the Lead Manager and Bluechiip Shareholders or potential investors.

### **Privacy**

By filling out the Entitlement and Acceptance Form to apply for New Shares, you are providing information to Bluechiip (directly and/or via the Share Registry) that may constitute personal information for the purposes of the *Privacy Act 1988* (Cth). Bluechiip (and the Share Registry on its behalf) collects, holds and uses personal information provided on an Entitlement and Acceptance Form in order to assess your application and administer your holding of Shares. If you do not provide the information requested in the Entitlement and Acceptance Form, Bluechiip and the Share Registry may not be able to process or accept the form. You should read Bluechiip's privacy policy in full.

Access to your personal information may be provided to Bluechiip's agents and service providers on the basis that they deal with such information in accordance with this privacy disclosure statement. You have a right to request access to the personal information that Bluechiip holds about you subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing Bluechiip share registrar: Automic Registry Pty Ltd.

### **No Entitlements trading**

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

### **Times and dates**

Times and dates in this Offer Booklet are (except where historical) indicative only and subject to change. All times refer to Australian Eastern Daylight Time (**Sydney time**). Refer to the 'Key Dates' section of this Offer Booklet for more details.

### **Currency**

Unless otherwise stated, all dollar values in this Offer Booklet are in Australian dollars (A\$).

### **Trading New Shares**

Bluechiip will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the

allocation provided by Bluechiip or the Bluechiip Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, legal, investment or other professional adviser.

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## Summary of the Capital Raising

Placement	
Offer Price	\$0.007 per New Share
Number of Shares	119,306,069 New Shares
Gross Proceeds	\$835,142.48
Entitlement Offer	
Ratio	5 New Shares for every 7 Existing Share
Offer Price	\$0.007 per New Share
Number of Shares (if fully subscribed)	Approximately 568,124,139 New Shares under the Entitlement Offer
Gross Proceeds from Entitlement Offer (if fully subscribed)	Up to approximately \$4.0 million under the Entitlement Offer

## Key Dates

Event	Date
Announcement of the Placement and Entitlement Offer	Monday, 5 February 2024
Record Date for determining entitlement to subscribe for New Shares under Entitlement Offer	7.00pm (Sydney time) Thursday, 8 February 2024
Settlement of Placement	Friday, 9 February 2024
Allotment and issue of New Shares under the Placement	Monday, 12 February 2024
Entitlement Offer opens	Tuesday, 13 February 2024
Offer Booklet and Entitlement and Acceptance Form despatched to Eligible Shareholders	Tuesday, 13 February 2024
Entitlement Offer closes ( <b>Closing Date</b> )	5.00pm (Sydney time) Thursday, 7 March 2024
Results of Entitlement Offer announced	Tuesday, 12 March 2024
Issue of New Shares under the Entitlement Offer	Thursday, 14 March 2024
Commencement of trading of New Shares under the Entitlement Offer	Friday, 15 March 2024
Despatch of holding statements for New Shares issued under the Entitlement Offer	Monday, 18 March 2024

*The above dates and times are indicative only and subject to change. Bluechiip reserves the right to vary any of the above dates and times, including closing the Offer early or extending it subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular Bluechiip reserves the right to extend the Closing Date of the Offer, to accept late applications either generally or in particular cases, or to withdraw the Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX.*

**Enquiries**

If you have any questions, please call Bluechiip's Share Registry, Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (Sydney time) on Monday to Friday, before the Entitlement Offer closes at 5.00pm (Sydney time) on 7 March 2024. Alternatively, contact your stockbroker, legal, investment or other professional adviser.

## 1 Key Issues

Question	Answer	Where to find more information
<b>Who is the issuer?</b>	Bluechiip Limited I 104 795 922	See “Important Notices” section of the Investor Presentation at Section 7.2 of this Offer Booklet
<b>What is the Entitlement Offer?</b>	A non-renounceable entitlement offer to raise up to approximately \$4 million (before expenses of the Offer). Eligible Shareholders may apply for all or part of their Entitlement under the Offer. There is no obligation on Shareholders to apply for any New Shares	See <b>Section 2</b> of this Offer Booklet
<b>What are the terms of the Entitlement Offer?</b>	Eligible Shareholders will be offered 5 New Shares for every 7 Existing Shares held at the Record Date, at an issue price of \$0.007 per New Share.	See <b>Section 2</b> of this Offer Booklet
<b>Can I apply for additional New Shares?</b>	Shareholders who subscribe for their full Entitlement will also have the opportunity to apply for additional New Shares ( <b>Additional New Shares</b> ) that are not subscribed for in the Offer ( <b>Shortfall Offer</b> ), subject to the limitations set out in <b>Section 4.10</b> .	See <b>Section 4.10</b> of this Offer Booklet
<b>What are the terms of the Shortfall Offer</b>	Eligible Shareholders who take up their Entitlement in full, also have the ability to apply for Additional New Shares by paying the additional Application Monies. There can be no certainty that there will be a Shortfall Offer or that Eligible Shareholders will receive the number of Additional New Shares applied for under the Shortfall Offer. Bluechiip’s decision on the number of Additional New Shares to be allocated to Eligible Shareholders under the Shortfall Offer will be final. The Company’s Directors are not permitted to apply for Additional New Shares under the Shortfall Offer.	See <b>Section 4.10</b> of this Offer Booklet
<b>What are the rights of New Shares?</b>	New Shares (including Additional New Shares) rank equally in all respects with Existing Shares from their date of issue.	See <b>Section 8.4</b> of this Offer Booklet
<b>How will proceeds be applied?</b>	Net proceeds of the Offer will be applied primarily to fund the Company’s North American sales and marketing activities and for general corporate and working capital purposes.	See <b>Section 4.2</b> of this Offer Booklet and the Investor Presentation

Question	Answer	Where to find more information
<b>Who can invest?</b>	Eligible Shareholders of the Company as at 7:00 pm (Sydney time) on the Record Date of 8 February 2024	See <b>Section 8.2</b> of this Offer Booklet
<b>What are the potential significant risks?</b>	Eligible Shareholders are exposed to a number of risks in acquiring and holding Shares. These risks are set out in the "Key Risks" section of the Investor Presentation at Section 7. These are not an exhaustive list of the risks associated with an investment in Bluechiip.	See "Key Risks" section in the Investor Presentation
<b>Is the Entitlement Offer underwritten?</b>	The Entitlement Offer is <u>not</u> underwritten. See <b>Section 8.5</b> for further details of the potential impact on the control of Bluechiip	See <b>Section 8.5</b> of this Offer Booklet
<b>What are my options?</b>	You may elect: <ul style="list-style-type: none"> <li>to take up all or part of your Entitlement;</li> <li>to take up all of your Entitlement and subscribe for Additional New Shares under the Shortfall Offer; or</li> <li>do nothing and allow all of the New Shares representing your Entitlement to lapse.</li> </ul> You should note that if you do not take up all of your Entitlement, your percentage shareholding in Bluechiip will be further diluted, having regard to the Placement.	See <b>Sections 3 and 4</b> of this Offer Booklet
<b>How do I exercise my Entitlement?</b>	If you are an Eligible Shareholder and you wish to subscribe for all or some of the New Shares making up your Entitlement, you must pay the Application Monies in respect of the New Shares under your Entitlement you wish to apply for by BPAY or EFT before the Closing Date. If you are a Shareholder with a registered address in New Zealand and cannot pay by BPAY or EFT, please see the process at <b>Section 5</b> .	See <b>Section 5</b> of this Offer Booklet
<b>Can I transfer my Entitlement?</b>	No. The Entitlement Offer is non-renounceable which means your Entitlement cannot be sold or transferred.	See <b>Section 4.8</b> of this Offer Booklet
<b>What happens if I don't participate?</b>	New Shares in relation to the Entitlements held by Shareholders who are either ineligible to participate in the Entitlement Offer or who do not exercise their Entitlements will form part of the Shortfall Offer.  If you do not participate, your holding in Bluechiip will be further diluted having regard to the Placement.	See <b>Section 5</b> of this Offer Booklet
<b>How can further information be obtained?</b>	If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser.	See also the Investor Presentation at

Question	Answer	Where to find more information
		<b>Section 7.2</b> of this Offer Booklet

**This Offer Booklet is important and requires your immediate attention.**

You should read this Offer Booklet carefully and in its entirety before deciding how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the “Key Risks” section of the Investor Presentation included in **Section 7.2** of this Offer Booklet, any of which could affect the operating and financial performance of Bluechiip or the value of an investment in Bluechiip.

You should consult your stockbroker, legal, investment or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

## Letter from the Chairman

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Dear Shareholder,

On behalf of Bluechiip Limited ACN 104 795 922 (**Bluechiip** or **Company**), I am pleased to invite you to participate in a 5 for 7 non-renounceable pro rata entitlement offer of new ordinary shares in Bluechiip at an offer price of \$0.007 per share.

### Overview of Capital Raising

The entitlement offer forms part of an equity capital raise of up to \$4.8 million comprising:

- a Placement to existing and new sophisticated and professional investors that raised \$835,142.48 (**Placement**); and
- a non-renounceable entitlement offer to existing Bluechiip shareholders to raise up to approximately \$4 million (the **Entitlement Offer**).

The Offer Price under both the Entitlement Offer and the Placement is \$0.007.

Proceeds of the Placement and Entitlement Offer will be used to fund Bluechiip's North American sales and marketing activities and for general corporate and working capital purposes. Further details are set out in the Investor Presentation in Section 7.2 of this Offer Booklet.

The Placement to raise ~\$0.84 million completed on or about 9 February 2024.

### Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders are invited to apply for 5 New Shares for every 7 existing Bluechiip ordinary shares held on the Record Date, being 7:00pm (Sydney time) on 8 February 2024.

The Offer Price of \$0.007 represents a discount of 46.2% to the closing price of Bluechiip Shares of \$0.0130 on Wednesday 31 January 2024, which was the last trading day before the announcement of the Entitlement Offer.

The Entitlement Offer seeks to raise up to approximately \$4 million. New Shares issued under the Entitlement Offer will rank equally with existing fully paid shares in Bluechiip.

The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX or otherwise transferable.

Eligible shareholders may also apply for Additional New Shares in excess of their Entitlement under the shortfall offer (**Shortfall Offer**) (refer to Section 4.10 of this Offer Booklet).

### How To Apply?

Accompanying this Offer Booklet is your personalised Entitlement and Acceptance Form which contains details about your Entitlement.

The Entitlement Offer **closes at 5.00pm (Sydney time) on Thursday, 7 March 2024**. To participate, you should ensure that you have completed your application by paying the relevant monies by BPAY® or EFT before this time in the manner described in this Offer Booklet. Further information about how to apply for New Shares is set out in **Section 5**.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

### Other Information

Important information on the Entitlement Offer is detailed in this Offer Booklet including:

- Bluechiip's ASX announcement relating to the Capital Raising, including the Investor Presentation, which provides information about Bluechiip, the Capital Raising and key risks for you to consider;
- instructions on how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates;
- information regarding the personalised Entitlement and Acceptance Form that accompanies this Offer Booklet, which details your Entitlement and instructions on how to apply for New Shares and Additional New Shares (if any); and
- instructions on how to take up all or part of your Entitlement, via BPAY® or EFT.

You should carefully read this Offer Booklet in its entirety and consult your stockbroker, accountant or other professional adviser before making your investment decision. In particular, you should read and consider pages 25-28 (Key Risks) of the Investor Presentation included in **Section 7.2** of this Offer Booklet, which contains a summary of some of the key risks associated with an investment in Bluechiip.

If you have any questions in respect of the Entitlement Offer, please call Bluechiip's Share Registry, Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 8:30am to 5:30pm (Sydney time) Monday to Friday (excluding public holidays).

The Entitlement Offer closes at **5.00pm (Sydney time) on Thursday, 7 March 2024**.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

If you decide to take this opportunity to increase your investment in Bluechiip please ensure that, before 5.00pm (Sydney time) on **Thursday, 7 March 2024**, you have paid your Application Monies, via BPAY® or EFT pursuant to the instructions that are set out in the personalised Entitlement and Acceptance Form that will accompany this Offer Booklet when it is despatched to you, or if you are based in New Zealand and unable to pay using BPAY® or EFT, your Application Monies are sent by direct transfer and received in cleared funds by the Share Registry by 5.00pm (Sydney time) on the Closing Date of **Thursday, 7 March 2024**.

On behalf of the board of Bluechiip, I am pleased to invite you to consider this investment opportunity and thank you for your ongoing support of Bluechiip.

Yours sincerely



**Iain Kirkwood**

Chairman, Bluechiip Limited

## 2 Is this booklet relevant to you?

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This Offer Booklet is relevant to you if you are an Eligible Shareholder as defined in **Section 8.2** of this Offer Booklet

In this Offer Booklet, references to 'you' are references to Eligible Shareholders and references to 'your Entitlement' and 'your Entitlement and Acceptance Form' are references to the Entitlement (being the Entitlement) and the Entitlement and Acceptance Form, respectively, of Eligible Shareholders.

Eligible Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (Sydney time) on 8 February 2024;
- have a registered address on the Bluechiip Share Register in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Refer to **Section 8.2** for further details.

If you are a Shareholder as at the Record Date who is not an Eligible Shareholder, you are an **Ineligible Shareholder** and not entitled to participate in the Entitlement Offer.



### 3 Summary of the options available to you

	Options available to you	Key considerations
1.	Take up <b>all</b> of your Entitlement	<ul style="list-style-type: none"> <li>You may elect to subscribe for New Shares at the Offer Price (see Section 0 for instructions on how to take up your Entitlement).</li> <li>The New Shares will be fully paid and rank equally in all respects with Existing Shares.</li> <li>The Entitlement Offer closes at 5.00pm (Sydney time) on Thursday, 7 March 2024.</li> <li>Even if you take up all of your Entitlement your percentage holding in Bluechip will be reduced by the Placement.</li> </ul>
2.	Take up <b>all</b> of your Entitlement and subscribe for Additional New Shares under the Shortfall Offer	<ul style="list-style-type: none"> <li>If you take up all of your Entitlement, you may elect to apply for Additional New Shares in excess of your Entitlement under the Shortfall Offer (see <b>Section 0</b> for instructions on how to apply for Additional New Shares) and restrictions.</li> <li>Even if you take up all of your Entitlement including your allocation of Additional New Shares, your percentage holding in Bluechip may still be reduced by the Placement.</li> <li>The Additional New Shares will be fully paid and rank equally in all respects with existing Shares.</li> </ul>
3.	Take up <b>part</b> of your Entitlement	<ul style="list-style-type: none"> <li>If you only take up part of your Entitlement, the part not taken up will lapse.</li> <li>If you do not take up your Entitlement in full you will not receive any payment or value for those Entitlements not taken up.</li> <li>If you do not take up your Entitlement in full, you will have your percentage holding in Bluechip reduced as a result of the Entitlement Offer. Additionally, your percentage holding in Bluechip will be reduced by the Placement.</li> </ul>

	Options available to you	Key considerations
4.	Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements	<ul style="list-style-type: none"> <li>• If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Entitlement Offer is non-renounceable, which means they are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.</li> <li>• If you do not take up your Entitlement, you will have your percentage holding in Bluechiip reduced as a result of the Entitlement Offer. Additionally your percentage holding in Bluechiip will be further reduced by the Placement.</li> </ul>

## 4 Overview of the Entitlement Offer

### 4.1 Overview

Bluechiip intends to raise up to approximately \$4.8 million by conducting the Capital Raising comprising:

- the **Entitlement Offer** pursuant to which Bluechiip is offering Eligible Shareholders the opportunity to subscribe for 5 New Shares for every 7 Existing Shares held on the Record Date. The Offer Price per New Share is \$0.007.; and
- the **Placement** which was announced at the same time as the Entitlement Offer, which has raised \$835,142.48 at the same Offer Price per New Share as the Entitlement Offer.

The Entitlement Offer is non-renounceable, which means that the Entitlements cannot be traded or otherwise transferred on ASX, on any other exchange or privately. If you do not participate in the Entitlement Offer, you will not receive any value for your Entitlement.

The Entitlement Offer is **not** underwritten.

Please refer to the ASX Announcement and the Investor Presentation<sup>1</sup> included in this Offer Booklet for information on the rationale for the Capital Raising, the use of proceeds of the Capital Raising and for further information about Bluechiip.

### 4.2 Use of funds

The funds raised under the Entitlement Offer will be used to fund North American sales and marketing activities and for general corporate and working capital purposes.

### 4.3 No Underwriting

The Entitlement Offer is not underwritten.

### 4.4 Impact on capital structure

If the Entitlement Offer is fully subscribed the New Shares issued pursuant to the Entitlement Offer will constitute approximately 38% of the total number of issued Shares immediately after the allotment of the New Shares.

The table below shows the current issued share capital structure of Bluechiip and the capital structure on completion of the Entitlement Offer.

	Number of Shares	Percentage of post Entitlement Offer Shares
Existing Shares	795,373,794	54%
Placement	119,306,069	8%
Entitlement Offer (if fully subscribed)	568,124,139	38%

<sup>1</sup> The ASX Announcements and the Investor Presentation are current as at the date of their release. There may be other announcements that have been made by Bluechiip after 5 February 2024 and before the Entitlement Offer closes at 5.00pm (Sydney time) on 7 March 2024 that may be relevant to your consideration of whether to take part in the Entitlement Offer. Therefore, you should check whether any further announcements have been made by Bluechiip before submitting an Application.

	Number of Shares	Percentage of post Entitlement Offer Shares
Total immediately following Entitlement Offer (if fully subscribed)	1,482,804,002	100%

#### 4.5 Investor Presentation

Section 7.2 of this Offer Booklet includes the Investor Presentation dated 5 February 2024. The Investor Presentation forms part of this Offer Booklet and contains important information that may be material to your decision to accept (in whole or part) or ignore your Entitlement. In particular, the Investor Presentation contains information on:

- Risks which could affect the financial and operating performance of Bluechiip;
- Use of funds raised; and
- Summary details relating to the Capital Raising.

#### 4.6 Placement

Sophisticated and professional investors were invited to subscribe for new shares under the Placement at the Offer Price of \$0.007 per new share.

The Placement was successfully completed on 9 February 2024 and raised \$835,142.48 . Please see Bluechiip's ASX announcements dated 5 February 2024 for further information about the Placement.

New shares are expected to be issued under the Placement no later than 10:00am on 12 February 2024.

#### 4.7 The Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders are invited to apply for 5 New Shares for every 7 Existing Shares held as at the Record Date at the Offer Price of \$0.007 per New Share. The Offer Price of \$0.007 per New Share represents a discount of 46.2% to the closing price of Bluechiip Shares of \$0.0130 on Wednesday 31 January 2024, which was the last trading day before the announcement of the Entitlement Offer.

The Entitlement Offer seeks to raise up to approximately \$4 million.

The Entitlement Offer opens at 9.00am (Sydney time) Tuesday, 13 February 2024 and will close at 5.00pm on the Closing Date of Thursday, 7 March 2024.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

Accordingly, the Entitlement Offer is not being made under a prospectus. This Offer Booklet does not contain all of the information which would be required to be disclosed in a prospectus. As a result, it is important for you to read and understand this Offer Booklet in its entirety, along with the publicly available information on Bluechiip and the Entitlement Offer (for example, the information available on Bluechiip's website [www.Bluechiip.com](http://www.Bluechiip.com) or on the ASX's website [www.asx.com.au](http://www.asx.com.au)) prior to deciding whether to accept your Entitlement and apply for New Shares.

#### 4.8 Options available to you

If you are an Eligible Shareholder, you may take any of the following actions. Each of these options may have a materially different outcome on any value you receive in respect of your Entitlement. You may:

- (a) take up all or part of your Entitlement (see **Section 4.8.1**);
- (b) take up all of your Entitlement and subscribe for Additional New Shares (see **Sections 4.8.1 and 4.10**) or
- (c) do nothing and let your Entitlement lapse (see **Section 4.8.2**).

**If you wish to take up all or part of your Entitlement or wish to take up all of your Entitlement and subscribe for Additional New Shares**

If you wish to take up all or part of your Entitlement, please pay your Application Monies via BPAY® or EFT by following the instructions set out on your personalised Entitlement and Acceptance Form. Payment is due by no later than 5:00 pm (Sydney time) Thursday, 7 March 2024. If you are unable to pay by BPAY® or EFT, please refer to **Section 5.4** below.

Bluechiip will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. Amounts received by Bluechiip in excess of the Offer Price multiplied by your Entitlement will be treated as an Application to apply for as many Additional New Shares as your Application Monies will pay for in full.

If you take up and pay for all or part of your Entitlement before the close of the Entitlement Offer, it is expected that you will be issued New Shares on or before 12:00pm (Sydney time) Thursday, 14 March 2024. Bluechiip's decision on the number of New Shares to be issued to you will be final.

If you apply for Additional New Shares under the Shortfall Offer and if your Application is successful (in whole or in part), your Additional New Shares will be issued to you at the same time that other New Shares are issued under the Entitlement Offer. Additional New Shares will only be allocated to Eligible Shareholders if available. If you apply for Additional New Shares, there is no guarantee that you will be allocated any Additional New Shares. The Bluechiip Directors reserve their right to allot and issue Additional New Shares under the Shortfall Offer at their discretion. See **Section 4.10** for further information about the Shortfall Offer.

Bluechiip also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if Bluechiip believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Bluechiip's satisfaction (see **Section 8.9**).

Refund amounts, if any, will be paid in Australian dollars. You will be paid by direct credit to the nominated bank account as noted on the share register as at the Closing Date. If you wish to advise or change your banking instructions with the Share Registry you may do so by going to <https://investor.automic.com.au/#/home> and logging in before the Offer closes.

To update your bank details, please use the **Automic Investor Portal**: if you have already registered, enter your username and password and click "log in". If you have not yet registered, click "register" and follow the prompts.

Once you have logged in, please follow the below steps.

- click on "profile".
- You can then select "edit" in the Payment Details section.

- Once you have added your payment details, click "save".

**If you take no action**

If you take no action you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Shareholders who do not participate fully in the Offer will have their percentage holding in Bluechiip reduced. All shareholders, including those Eligible Shareholders who participate in the Entitlement Offer, will have their percentage holding in Bluechiip reduced by the Placement.

See **Section 4.10** for further information about the Shortfall Offer and the allocation policy adopted by Bluechiip for Additional New Shares subscribed for pursuant to the Shortfall Offer.

**4.9 Ineligible Shareholders**

Ineligible Shareholders are shareholders as at the Record Date who are not Eligible Shareholders. Refer to Section 8.2 for more information.

**4.10 Shortfall Offer**

Eligible Shareholders who take up their Entitlement in full, may also apply for Additional New Shares in excess of their Entitlement under the Shortfall Offer, at the Offer Price of \$0.007 per New Share (being the same price as the Offer Price per New Share issued under the Entitlement Offer and the Placement).

Eligible Shareholders can apply for any number of Additional New Shares under the Shortfall Offer, provided that the issue of those New Shares will not result in a breach of ASX Listing Rules or any applicable law. Additional New Shares will only be available under the Shortfall Offer where there is a Shortfall Offer (that is there is a shortfall between the number of New Shares applied for under the Entitlement Offer and the number of New Shares offered to Eligible Shareholders under the Entitlement Offer). The total number of Additional New Shares available will be the amount of the Entitlement Shortfall.

No Related Party of Bluechiip or Eligible Shareholder associated with the Directors will participate in the Shortfall Offer.

Where demand for Additional New Shares under the Shortfall Offer exceeds the number of Additional New Shares that are available, the number of Additional New Shares issued to Eligible Shareholders under the Shortfall Offer will be scaled back at the absolute discretion of the Bluechiip Board, which may include having regard to the pro rata entitlement of Eligible Shareholders who subscribe under the Shortfall Offer.

Eligible Shareholders who wish to apply for Additional New Shares under the Shortfall Offer must do so at the same time as they apply for New Shares under the Entitlement Offer. For information on how to apply for Additional New Shares under the Shortfall Offer, please refer to **Section 4.8.1** of this Offer Booklet.

Additional New Shares will be issued under the Shortfall Offer at the same time as New Shares are issued under the Entitlement Offer.

Decisions regarding the operation of Shortfall Offer (including the issue of any Additional New Shares) and any necessary scale back will be made by the Directors in their absolute discretion.

If scale back occurs, Application Monies in relation to Additional New Shares applied for but not issued will be refunded as soon as possible following the Closing Date, without interest.

There is no guarantee that Eligible Shareholders will receive any or all of the Additional New Shares which they apply for under the Shortfall Offer.

**4.11 Minimum subscription**

There is no minimum subscription for the Entitlement Offer.

## 5 How to apply

### 5.1 Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 5 New Shares for every 7 Existing Shares you held as at the Record Date (rounded down, if necessary, to the nearest whole number of New Shares).

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding.

A copy of the Offer Booklet and the personalised Entitlement and Acceptance Form have been mailed to you if you are an Eligible Shareholder, or if you have opted for electronic communications, an email has been sent to you with a link to a copy of the Offer Booklet and the personalised Entitlement and Acceptance Form. The Offer Booklet can also be viewed at ASX's Website [www.asx.com.au](http://www.asx.com.au) and Bluechiip's website at [www.bluechiip.com](http://www.bluechiip.com).

To avoid any delay, you are encouraged to access the Offer Booklet and a personalised Entitlement and Acceptance Form (instructions outlined below) from 11.00am on Tuesday 13 February 2024 to ensure that you have time to review the documents and to make an application if you wish to do so.

To download the Offer Booklet and your Acceptance Form you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Offer only
<p><a href="https://investor.automic.com.au">https://investor.automic.com.au</a></p> <p>Select: "Existing Users Sign In"</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the Offer Booklet and Acceptance Form</p> <p><b>Do not return your acceptance form</b></p>	<p><a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a></p> <p>Select: Bluechiip Limited from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box "I am not a robot", then Next.</p> <p>Complete prompts</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the Offer Booklet and Acceptance Form</p> <p><b>Do not return your acceptance form</b></p>	<p><a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a></p> <p>Select: Bluechiip Limited from the dropdown list in the ISSUER field</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box "I am not a robot", then Access</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the Offer Booklet and Acceptance Form</p> <p><b>Do not return your acceptance form</b></p>

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the terms and conditions and your acceptance form – initially by calling Automic Group



on 1300 288 664 or emailing [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) and asking them to mail a paper copy of the terms and conditions and your acceptance form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request. To accept an Offer using these paper copy documents, you will still need to make payment via Bpay® or via Electronic Funds Transfer (EFT). For New Zealand shareholders please follow the instructions on your acceptance form to make payment via direct transfer.

New Shares issued under the Entitlement Offer will be fully paid and rank equally in all respects with existing Shares.

## **5.2 Before making a decision**

You should read this Offer Booklet carefully before making any decisions in relation to your Entitlement.

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow entitlement offers to be made without a prospectus. This Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Entitlement Offer.

It is important for you to read carefully and understand the information on Bluechiip and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. In particular, please refer to this Offer Booklet and other announcements by Bluechiip made available at [www.asx.com.au](http://www.asx.com.au) (including announcements which may be made by Bluechiip after publication of this Offer Booklet).

Please consult with your stockbroker, accountant or other professional adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer. You should also refer to the Key Risks section of the Investor Presentation included in **Section 7.2** of this Offer Booklet.

## **5.3 Application process**

You should complete and return your Entitlement and Acceptance Form and make payment using BPAY® or EFT by the Closing Date.

**If you take no action your Entitlement under the Entitlement Offer will lapse.**

## **5.4 Payments**

Payment is required to be made using BPAY® or EFT. Eligible Shareholders based in New Zealand who do not have an Australian bank account will be able to pay by direct transfer (see below).

Cash payments or payments by cheque will not be accepted. Receipts for payment will not be issued.

Bluechiip will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. Amounts received by Bluechiip in excess of the Offer Price multiplied by your Entitlement will be treated as an Application to apply for as many Additional New Shares as your Application Monies will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

### **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding, your application may not be recognised as valid.

### **Payment by EFT**

For payment by EFT, please follow the instructions on your personalised Entitlement and Acceptance Form. You can only make payment via EFT if you are the holder of an account that supports EFT transactions to an Australian account.

If you are paying by EFT, you must quote your unique reference number on your Entitlement and Acceptance Form as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only quote the unique reference number specific to that holding. If you do not use the correct unique reference number specific to that holding, your application may not be recognised as valid.

Please note that by paying by BPAY® or EFT:

- you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in **Section 5.5** of this Offer Booklet; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and

It is your responsibility to ensure that your BPAY® or EFT payment is received by Automic Registry Services by no later than 5.00pm on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

### **If you are unable to pay by BPAY® or EFT**

Shareholders with a registered address in New Zealand may not have access to pay by BPAY® or **EFT** and can make payment by direct transfer by following the instructions sent to them in a separate letter, a copy of which can also be accessed online via <https://investor.automic.com.au/#/home>.

## **5.5 Enquiries**

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions, please contact Bluechiip's Share Registry, Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday (excluding public holidays). If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

## **5.6 Representations by acceptance**

A payment made through BPAY®, EFT, or if you are based in New Zealand by a direct transfer, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Information Booklet and, once paid, cannot be withdrawn. Bluechiip's decision

whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. By making a payment by BPAY®, EFT or if you are based in New Zealand by direct transfer, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- you are (or the person on whose account you are acting is) an Eligible Shareholder;
- acknowledge that you have read and understand this Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- you agree that you have been provided with the opportunity to seek financial advice on the Offer;
- agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and Bluechiip's constitution;
- authorise Bluechiip to register you as the holder(s) of New Shares allotted to you;
- declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under your personalised Entitlement and Acceptance Form;
- acknowledge that once Bluechiip receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY® or EFT, you may not withdraw your application or funds provided except as allowed by law;
- you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, EFT or if you are based in New Zealand by direct transfer, up to your Entitlement at the Offer Price per New Share;
- authorise Bluechiip, the Bluechiip Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Bluechiip Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- acknowledge that the information contained in this Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Bluechiip and is given in the context of Bluechiip's past and ongoing continuous and periodic disclosure announcements to ASX;
- acknowledge the statement of risks in the Investor Presentation contained in **Section 7** of this Offer Booklet, and that investments in Bluechiip are subject to risk;
- acknowledge that none of Bluechiip, or its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Bluechiip, nor do they guarantee the repayment of capital;

- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- authorise Bluechiip to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- represent and warrant to Bluechiip that you are not an Ineligible Shareholder and are otherwise eligible to participate in the Entitlement Offer;
- represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Entitlement Offer;
- represent and warrant (for the benefit of Bluechiip and its respective related bodies corporate and affiliates) that you are not in the United States and you are not acting for the account or benefit of a person in the United States;
- agree that you have not and will not send this Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Entitlement Offer to any person in the United States or to any person acting for the account or benefit of a person in the United States; and
- agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States.

## 6 Australian taxation considerations

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### 6.1 Overview

This section provides a summary of the key Australian income tax, capital gains tax (**CGT**), goods and services tax (**GST**) and stamp duty implications of the Entitlement Offer for certain Eligible Shareholders. The comments in this section are general in nature and are based on the Australian taxation legislation and administrative practice in force as at the date of this Offer Booklet.

Specifically, the comments only apply to Eligible Shareholders who hold Shares (and will hold New Shares and Entitlements) on capital account for Australian income tax purposes. Accordingly, the comments do not apply to Eligible Shareholders who hold Shares, New Shares or Entitlements on revenue account or as trading stock (for example, where the Shares are acquired in connection with a business of share trading). Additionally, the comments in this section do not apply to Eligible Shareholders who acquired Shares pursuant to an employee share scheme or are, themselves, the trustees of an employee share scheme.

The Australian taxation implications of the Entitlement Offer may differ depending on whether an Eligible Shareholder is a resident of Australia for income tax purposes. For that reason, where relevant, the comments in this section consider separately the tax consequences arising to an Australian resident Eligible Shareholder and a non-resident Eligible Shareholder as a result of the Entitlement Offer. Eligible Shareholders may wish to seek independent taxation advice to confirm whether they are residents of Australia for income tax purposes.

It is also important to note that the Australian taxation implications of the Entitlement Offer may vary depending upon an Eligible Shareholder's individual facts and circumstances (aside from the tax residency status of the Eligible Shareholder). As such, it is recommended that Eligible Shareholders seek and rely upon independent taxation advice, which has regard to their particular facts and circumstances, before concluding on the Australian taxation treatment that may apply.

Neither Bluechiip nor any of its officers or employees, nor its taxation or other advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences themselves.

### 6.2 Grant of Entitlements

#### ***Australian Resident Eligible Shareholders***

The grant of an Entitlement should not of itself result in an amount being included in your assessable income on the basis that the Entitlement is granted because of your ownership of an existing Share.

For CGT purposes, the date on which the Entitlement is acquired should be the same as the date on which you acquired your existing Share.

#### ***Non-Resident Eligible Shareholders***

Ordinarily, the position described above with respect to Australian resident Eligible Shareholders should equally apply to non-resident Eligible Shareholders. However, independent taxation advice should be obtained as to the potential Australian income tax consequences that may arise to Non-Resident Eligible Shareholders in respect of the grant of an Entitlement, and the taking up of an Entitlement.

### 6.3 Entitlements not taken up

As previously described in **Section 4.10**, any Entitlements not taken up by you will lapse and you will not receive any consideration for those Entitlements. In these circumstances, there should not be any tax implications for you.

#### **6.4 Taking up of Entitlements**

No income tax or CGT liability should arise to an Australian resident Eligible Shareholder or non-resident Eligible Shareholder on the taking up of the Entitlement.

If you take up all or part of your Entitlement you will acquire New Shares. The cost base of each New Share for CGT purposes should be equal to the Offer Price plus any non-deductible incidental costs you incur in acquiring each New Share.

New Shares should be taken to have been acquired on the day you exercise the Entitlement. This is relevant when determining whether the CGT discount may apply on the subsequent disposal of New Shares; refer to **Section 6.6** below.

#### **6.5 Dividends on New Shares as a result of Entitlements taken up**

Any future dividends or other distributions made in respect of New Shares should be subject to the same income taxation treatment as dividends or other distributions made on existing Shares held in the same circumstances.

#### **6.6 Sale of New Shares**

##### ***Australian Resident Eligible Shareholders***

If you sell your New Shares, you should derive a capital gain to the extent that the sale proceeds exceed the cost base of the New Shares (which should also include any non-deductible transaction costs associated with the sale).

Individuals, complying superannuation entities or trustees that have held the New Shares for at least 12 months (not including the date of acquisition or disposal), should be entitled to reduce the amount of a capital gain resulting from the sale of New Shares (following the application of any current year or carry forward capital losses) by the 'CGT discount'. The applicable discount factor is 50% for individuals and trustees, and 33<sup>1</sup>/<sub>3</sub>% for complying superannuation entities. The CGT discount is not available for companies (other than companies acting in the capacity of trustee). If you are a trustee, you should seek independent advice regarding the tax consequences arising to you (and your beneficiaries) as a result of the receipt of discount capital gains.

To the extent that the sale proceeds from the disposal of your New Shares are less than the reduced cost base of the New Shares (which should broadly be determined in a similar manner to its cost base), you may incur a capital loss. Any capital loss may be offset against capital gains you realise in the same income year or carried forward to be offset against future capital gains, subject to the satisfaction of applicable loss utilisation tests.

##### ***Non-Resident Eligible Shareholders***

If you sell your New Shares, you should not generally be subject to tax on any capital gain for CGT purposes unless:

- the New Shares are held by you in connection with an Australian permanent establishment; or
- You and/or your associates hold at least 10% of the Shares in Bluechiip and Bluechiip is "land rich" for Australian income tax purposes. Bluechiip would be considered land rich for Australian income tax purposes where more than 50% of the market value of its assets is comprised by Australian real property interests, which is not expected to be the case.

To the extent that the sale proceeds from the sale of your New Shares is less than the reduced cost base of the New Shares (which should broadly be determined in a similar manner to its cost base), you may incur a capital loss. However, any capital loss should generally be disregarded for Australian income tax purposes unless either of the above requirements are satisfied.

**6.7 Taxation of Financial Arrangements (TOFA)**

The TOFA provisions may apply to an Australian resident Eligible Shareholder. If the TOFA provisions apply, it operates to make assessable or deductible, gains or losses arising from certain 'financial arrangements'. Importantly, the CGT discount is not available for any gain that is subject to the TOFA provisions.

An entitlement or right to receive a share would be regarded as a 'financial arrangement' for the purpose of the TOFA provisions.

As the application of the TOFA provisions is dependent on the particular facts and circumstances of the taxpayer, you should obtain independent taxation advice in relation to the potential applicability of the TOFA provisions, in light of your own individual facts and circumstances.

**6.8 Other Australian taxes**

No Australian GST or stamp duty should generally be payable in respect of the issue or taking up of Entitlements, or the acquisition of New Shares.

## **7 ASX announcements and Investor Presentation**

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### **7.1 Capital Raising Announcement dated 5 February 2024**



## **BLUECHIP ANNOUNCES EQUITY RAISING OF UP TO ~\$4.8M**

### **HIGHLIGHTS**

- Binding commitments received for a ~\$0.84 million institutional placement
- Bluechip to undertake a pro-rata non-renounceable entitlement offer of five (5) new shares for every seven (7) shares held by eligible shareholders on the record date to raise up to ~\$4 million
- Net funds raised from the placement and entitlement offer will be applied toward North American sales and marketing and for general corporate and working capital purposes

Bluechip Limited (**Bluechip** or the **Company**) (**ASX: BCT**), a leader in the development of advanced sample management solutions for harsh environments, today announces an equity raising of up to approximately \$4.8m (before transaction costs) (**Equity Raising**) supporting continued sales and marketing in the North American market and general corporate and ongoing working capital purposes.

The Equity Raising comprises:

- An institutional placement of ~\$0.84 million (**Placement**); and
- a 5-for-7 non-renounceable entitlement offer of up to ~\$4 million (**Entitlement Offer**).

The Placement and the Entitlement Offer will, if fully subscribed, result in the issue of up to ~687.4 million new fully paid ordinary shares in Bluechip (**New Shares**), representing up to ~46.3% of current shares on issue. Each New Share issued under the Placement and Entitlement Offer will rank equally with existing shares on issue.

### **Placement**

The Company has received firm commitments from sophisticated and professional investors for the entirety of the Placement to subscribe for ~119.3 million new ordinary fully paid ordinary shares at an issue price of \$0.007 (**Offer Price**) per New Share. The Placement was strongly supported by both existing and new shareholders, including the Company's existing substantial holders.

The Company expects normal trading to resume on the ASX today, 5 February 2024, with settlement of the Placement expected to occur on Friday, 9 February 2024.

The New Shares to be issued under the Placement will rank equally with existing shares on issue. The New Shares will be issued using the Company's existing capacity under ASX Listing Rule 7.1.

MST Financial Services Pty Ltd acted as the Lead Manager to the Placement.

**Entitlement Offer**

In addition, the Company is also pleased to announce that it is undertaking a 5-for-7 non-renounceable entitlement offer to raise up to ~\$4 million before costs. The Entitlement Offer is not underwritten.

Under the Entitlement Offer, eligible shareholders are invited to subscribe for five (5) fully paid ordinary share in the capital of the Company (**Share**) for every seven (7) Shares they hold as at the Entitlement Offer record date.

All New Shares in the Entitlement Offer will be issued at the same price as New Shares under the Placement, being a price of \$0.007 per New Share which represents:

- 46.2% discount to the last traded price of \$0.01301
- 43.1% discount to the 5-day VWAP price of \$0.0123
- 43.4% discount to the 10-day VWAP price of \$0.0124
- 43.1% discount to the 15-day VWAP price of \$0.0123

Entitlements cannot be traded on the ASX or transferred. Eligible shareholders who do not take up their entitlement under the Entitlement Offer in full or in part, will not receive any value in respect to those Entitlements not taken up. There is no minimum subscription amount to be raised under the Entitlement Offer.

Eligible Shareholders will also have the opportunity to apply for any shortfall shares under the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing ordinary shares from the date of issue.

Following completion of the Entitlement Offer, assuming it is fully subscribed, the Company will have issued approximately 568,124,139 Shares (subject to rounding) under the Entitlement Offer, resulting in total Shares on issue of 1,482,804,002 (subject to rounding).

The anticipated timeline for the Equity Raising is as follows:

Event	Date
Trading halt lifted and shares recommence trading on the ASX	Monday, 5 February 2024
Results of Placement and General Entitlement Offer Announcement (Entitlement Offer documents to be released as per below timetable) both announced before market open including the lodgement of Appendix 3B and 708AA(2)(f) Cleansing Notice with ASX	Monday, 5 February 2024
"Ex" date	Wednesday, 7 February 2024

Event	Date
Entitlement Offer Record Date	Thursday, 8 February 2024
Settlement of the Placement	Friday, 9 February 2024
Allotment of New Shares under the Placement	Monday, 12 February 2024
Entitlement Offer Opens with the Entitlement Offer Documents being released to ASX <i>*Offer documents and entitlement and acceptance forms sent to persons entitled</i>	Tuesday, 13 February 2024
Last day to extend the offer closing date	Monday, 4 March 2024
Entitlement Offer closes	Thursday, 7 March 2024
Securities quoted on a deferred settlement basis	Friday, 8 March 2024
Results of Entitlement Offer announcement	Tuesday, 12 March 2024
Settlement of Entitlement Offer	Wednesday, 13 March 2024
Allotment of New Shares under the Entitlement Offer	Thursday, 14 March 2024
Normal trading of New Shares under the Entitlement Offer	Friday, 15 March 2024
Despatch of holding notices	Monday, 18 March 2024

The Entitlement Offer gives Eligible Shareholders with a registered address in Australia and New Zealand and who hold shares on the record date the opportunity to participate in the Entitlement Offer.

Mr Andrew McLellan, Bluechiip Managing Director & CEO, said, "The Board thanks and greatly appreciates the support of all investors, both existing and new, as we continue to progress our highly differentiated technology into the global biospecimen preservation market to become the gold standard in sample management at extreme temperatures, providing confidence in every sample. The capital raised will enable Bluechiip to accelerate both the landing of new accounts and also the expansion within existing laboratories, which already include three top twenty global pharma companies and US Ivy League institutions."

END.

**Authorised for release by the Bluechiip Limited Board**

This announcement may not be distributed or released in the United States.

For more information, please contact:

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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<sup>®</sup> 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](http://www.bluechiip.com)

**7.2 Investor Presentation dated 5 February 2024**





# Equity Raising

5 February 2024



REDEFINE QUALITY • DRIVE PRODUCTIVITY

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CONFIDENCE IN EVERY SAMPLE

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# Important Notices and Disclaimer

This investor presentation ("**Presentation**") is dated 5 February 2024 and has been prepared by Bluechiip Limited (ACN 104 795 922) ("**BCT**", "**Bluechiip**" or the "**Company**"). By accepting, accessing or reviewing this Presentation, you acknowledge and agree to the terms set out below.

This Presentation has been prepared in relation to a non-renounceable entitlement offer of new fully paid ordinary shares in BCT ("**New Shares**") to be made to eligible shareholders of BCT ("**Entitlement Offer**") under section 708AA of the Corporations Act 2001 (Cth) ("**Corporations Act**") as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 ("**Entitlement Offer**").

The Entitlement Offer follows a placement of New Shares to institutional investors and certain existing institutional shareholders under section 708A of Corporations Act as modified by ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 ("**Placement**"),

The Entitlement Offer and Placement are referred to together as , the "**Equity Raising**").

## Summary Information

The information in this Presentation contains information about the current activities of the Company and is a summary only. This Presentation is not intended to be comprehensive or contain all of the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements, including BCT's full year results for the period ended 30 June 2023, lodged with the ASX on 31 August 2023 available from the Australian Securities Exchange ("**ASX**") at [www.asx.com.au](http://www.asx.com.au).

Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications.

Neither BCT nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

The Company does not give any representations or warranties in relation to the statements or information in this Presentation

## Not Financial Product Advice or Offer

This Presentation does not purport to contain all information necessary to make an investment decision, is not intended as investment or financial advice (nor tax, accounting or legal advice), must not be relied upon as such and does not and will not form any part of any contract or commitment for the acquisition of New Shares. Any decision to buy or sell securities or other products should be made only after seeking appropriate financial advice.

Any investment decision should be made solely on the basis of your own enquiries. Before making an investment in the Company, you should consider whether such an investment is appropriate to your particular investment objectives, financial situation or needs. The Company is not licensed to provide financial product advice in respect of its shares. This Presentation is for information purposes only and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with the Australian Securities and Investments Commission ("**ASIC**") or any other foreign regulator). This Presentation is not, and does not constitute, an invitation or offer of securities for subscription, purchase or sale in any jurisdiction.

The distribution of this Presentation in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. In particular, this Presentation may not be distributed or released in the United States. The entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**"), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States, unless they have been registered under the U.S. Securities Act (which BCT has no obligation to do or procure) or are offered or sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws..

The offer booklet for the Entitlement Offer will be available following its lodgement with ASX. Any eligible shareholder in Australia who wishes to participate in the Entitlement Offer should consider the offer booklet before deciding whether to apply under that offer.

# Important Notices and Disclaimer

## Investment Risk

An investment in New Shares is subject to known and unknown risks, some of which are beyond the control of the Company, including possible delays in repayment and loss of principal and income invested. The Company does not guarantee any particular rate of return or the performance of the Group, nor does it guarantee the repayment of capital from BCT or any particular tax treatment. Investors should have regard to the Key Risks section in the Appendix to this Presentation. Cooling off rights do not apply to the Acquisition of New Shares.

## Financial Information

All dollar values are in Australian dollars (\$) or AUD) unless stated otherwise. All references starting with “FY” refer to the financial year for BCT, ending 30 June.

Investors should be aware that certain financial measures included in this Presentation are ‘non-IFRS financial information’ under ASIC Regulatory Guide 230: ‘Disclosing non-IFRS financial information’ published by ASIC and also ‘non-GAAP financial measures’ within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934, as amended, and are not recognised under AAS and International Financial Reporting Standards (“**IFRS**”). Such non-IFRS financial information/non-GAAP financial measures do not have a standardised meaning prescribed by AAS or IFRS. Therefore, the non-IFRS financial information may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with AAS or IFRS. Although BCT believes these non-IFRS financial measures provide useful information to investors in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-IFRS financial information/non-GAAP financial measures included in this Presentation.

Certain figures, amounts, percentages, estimates, calculations of value and fractions provided in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation

## No liability

To the maximum extent permitted by law, BCT or its affiliates or related bodies corporate or any of their respective officers, directors, employees and agents (“**Related Parties**”), nor any other person, accepts any responsibility or liability for, and makes no recommendation, representation or warranty concerning, the content of this presentation or the Company’s securities including, without limitation, any liability arising from fault or negligence, for any loss arising from the use of or reliance on any of the information contained in this presentation or otherwise arising in connection with it.

## Past performance

Past performance of BCT cannot be relied upon as an indicator of (and provides no guidance as to) the future performance of BCT. Nothing contained in this Presentation nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or future.

## Future performance and forward-looking statements

This Presentation contains certain “forward-looking statements”. The words “expect”, “anticipate”, “estimate”, “intend”, “believe”, “guidance”, “should”, “could”, “may”, “will”, “predict”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of the Company, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.



# Important Notices and Disclaimer

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of the Company's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of the Company, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements. The forward-looking statements are based on information available to the Company as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), none of the Company, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

## Photographs and diagrams

Photographs used in the Presentation which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Presentation or its contents or that the assets shown in them are owned by the Company. Diagrams used in the Presentation are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Presentation.

## Disclaimer

No person is authorised to give any information or make any representation in connection with the Equity Raising which is not contained in this Presentation. To the maximum extent permitted by law, the Company and the Lead Manager for the Equity Raising and the Lead Manager's related bodies corporate and affiliates, and their respective officers, directors, employees, agents and advisers:

- disclaim all responsibility and liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) for any loss arising from this Presentation or reliance on anything contained in or omitted from it or otherwise arising in connection with this Presentation;
- disclaim any obligations or undertaking to release any updates or revisions to the information in this Presentation to reflect any change in expectations or assumptions; and
- do not make any representation or warranty, express or implied, as to the accuracy, reliability, completeness of the information in this Presentation or that this Presentation contains all material information about the Company that a prospective investor or purchaser may require in evaluating a possible investment in the Company or acquisition of shares in the Company, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement.

You acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements and the discretion of the Company and the Lead Manager and each of the Company and the Lead Manager disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.



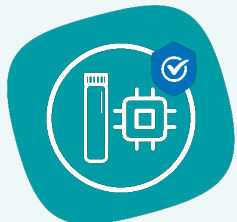
# Bluechip Fundamentals



**Drives  
productivity**



**Redefines  
Quality**



**Confidence in  
every sample**

- World first, highly differentiated technology: 40 granted patents
- >>\$1B growing target markets: Pharma, clinical trials, cell therapies, biobanking, IVF and vaccines requiring Ultra Low temperature ID and temperature traceability
- >>300M/yr high value bio-samples handled at -80°C & -196°C
- New Go To Market Strategy: CE & FDA Registered Bluechip Enabled Solutions
- Expanded US sales team driving significant customer pipeline
- Growing customer base – 28 Labs across 17 customers with over 130 lab opportunity
  - 3 Global top 20 pharma already customers
  - IVY league research institute and leading biopharma groups as customers
- Accelerating repeat orders from customer base
- FujiFilm Partnership in IVF
- >\$3m inventory & scaled production capacity of over 5m chips/yr

# Bluechiip Overview



[Link to corporate video](https://www.bluechiip.com/investor/company-overview/)

<https://www.bluechiip.com/investor/company-overview/>

# Key Achievements

## Bluechiip Enabled Solutions Product in Market

- ISO9001, CFR21-11 software, CE IVD & FDA registration
- Scaled chip supply chain (3m+)
- Hierarchy of Storage Range Released
- Refined Bluechiip reader platforms
- Stream 23 software released

## Accelerating Customer Adoption & Pipeline Building

- Expanded US sales & Marketing Team from 2 to 7
- Customer adoption in EU, US & APAC with rapidly growing repeat orders
- Rapidly expanded customer opportunity pipeline

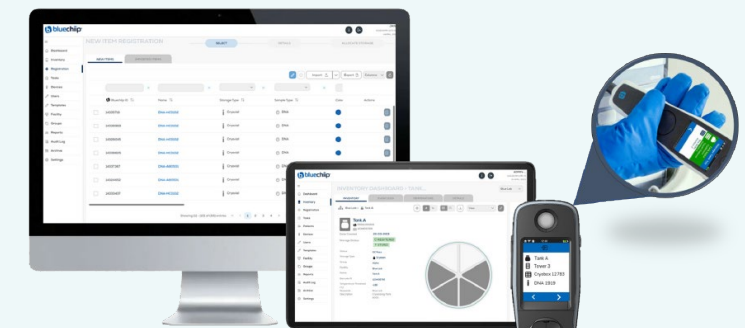
### Bluechiip Enabled Storage



### Bluechiip Readers



### Bluechiip Stream Software



# Bluechiip Enabled Laboratories

## End-user Feedback and Market Progression



*"The Bluechiip System allows me to have a significant amount of oversight throughout our banking process"*

Dr Akhil Chawla MD  
Clinical Assistant Professor of Surgery



*"Bluechiip helps us work more efficiently with confidence in sample integrity and identity"*

Dr Mary Clare McCorry  
Director of Technology and Process Development

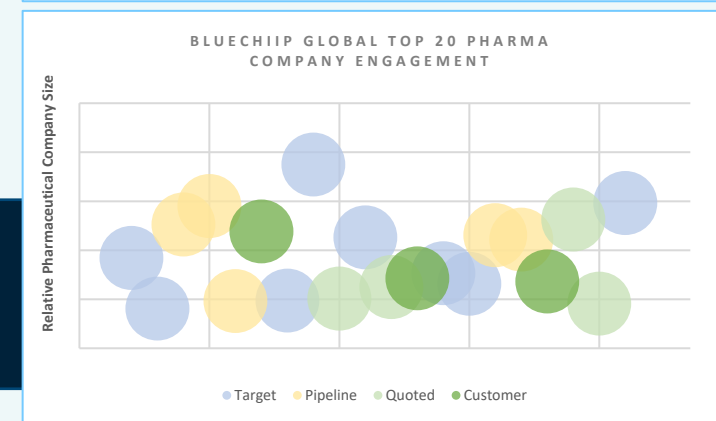
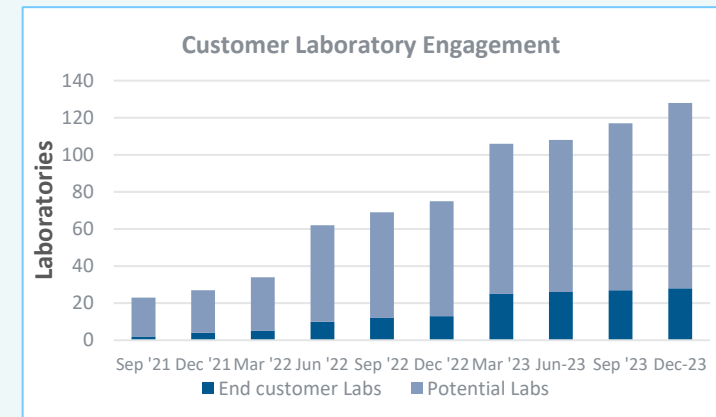
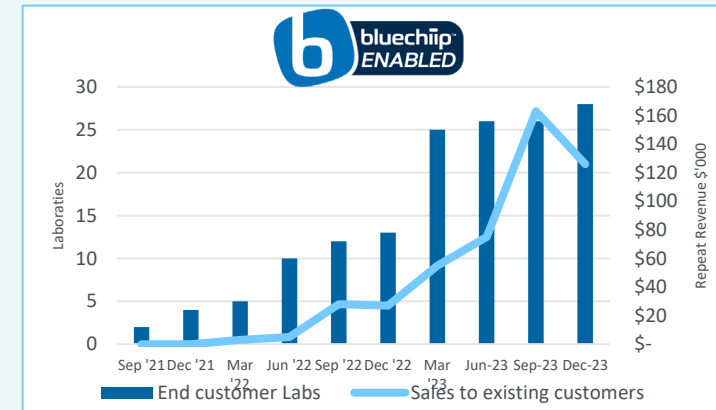


*"The Bluechiip system provides a full audit trail to help us adhere to Good Manufacturing Practice"*

Dominika Lykova  
Cell Therapy Specialist



Palacký University  
Olomouc



**Growing install base 28 labs across 17 accounts including 3 large Global Pharma companies & Ivy League Core Facility**

## Vision

To be the global leader in ID and sensing technology for extreme environments

## Mission

To advance research and medicine by providing confidence in every sample

# Major ID and Sensing Technology Sectors

## Primary Focus



### Lifesciences Cold Chain incl Logistics, Storage and Monitoring

Item level **ID and temperature tracking** of containers holding high value samples through-out the **cryogenic** cold chain cycle. Including Banking, Transport and Monitoring where **frost** is usually present, and **ID errors have high risk and impact.**



### Cold Chain Logistics Food

Item level **tracking** of **frozen**, and **temperature sensitive** food products through-out the cold chain cycle.



### Industrial and Manufacturing

Item level ID and **high/low temperature tracking** tools and parts, structural health monitoring, items exposed to **ionizing radiation** such as nuclear products, sterilised medical devices, disposables and some food products.



### Security and Defence

**Anti counterfeiting** fashion, art, and high value commercial items. Cloning a bluechiip tag is extremely difficult. Parts that are exposed to **ionizing radiation**, security and defence.

Bluechiip is highly differentiated in Lifescience Cold Chain with core technology benefits and large market opportunity

# Life-science Cold Chain Market Trends



Increasing sample numbers and retrieval rates

## PRODUCTIVITY

Minimise total cost of sample ownership and ROI



Increased demand for advanced therapies and sensitive samples

## SAMPLE VALUE

ID tech needs to keep up with higher value samples



Criticality of sample history maps and reports

## SAMPLE QUALITY

Maximise specimen integrity via adequate cold chain handling and reporting



Increasing demand for cryo (-196°C and -80°C) storage

## CRYO TECH

Utilisation of cryo-safe technology and processes



# Biosample Management Technology is Not Keeping up With the Increasing Value of Biosamples

Tissue



Blood



IVF Sperm/Eggs



Vaccines



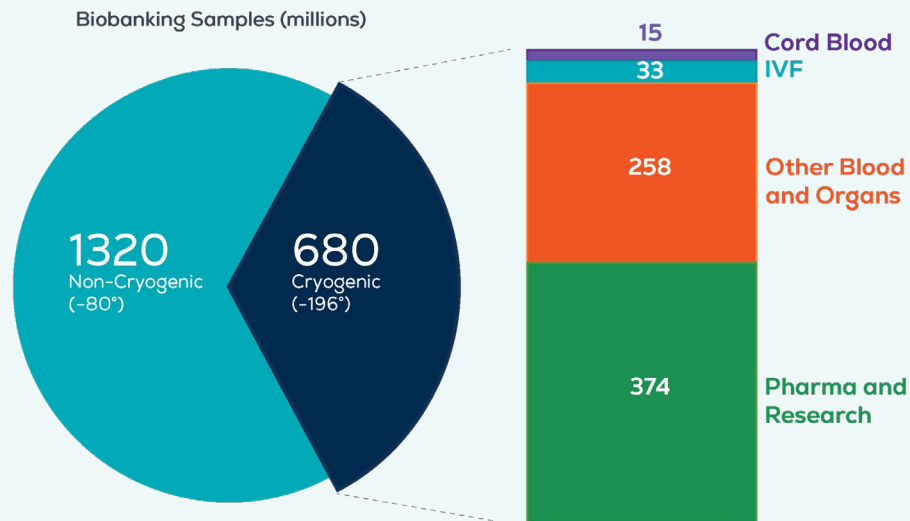
Stem Cell



# Primary Market Opportunity

Global Bio-Preservation Market \$3.1B in 2020 –  
Projected \$4.9B in 2025 (CAGR 9.2%)^

## Samples in Storage\*



## Primary Bluechiip Applications

### Life Science Market Opportunities









Target Market	Market Size by Samples	Bluechiip Addressable Market
Bio-preservation	300m+ samples/year >2B in storage	US\$600m+
Assisted Reproductive Technology (IVF)	2.5m IVF Cycles/year 5-8 consumables per cycle >33m samples in storage	US\$50m+
Clinical trials and research	>35m samples/year	US\$70m+
Cell therapies, Pharmaceuticals	3m samples/year 15m+ in storage	US\$30-50m+

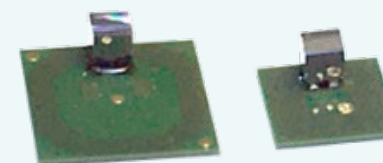
**Total Bio-Preservation: 2B Samples in Storage**  
300M new samples per year in over 10,000 laboratories

Sources: ^Markets and Markets 2020 \*Visual Fuse and MarketsandMarkets 2014

# Bluechiip MEMS Core Technology Advantages

Bluechiip's sensor tag consists of a silicon chip (1mm<sup>2</sup>) with 52 mechanical beams that provide a unique ID when read. The chip is connected to an antenna available in multiple form factors, providing communication of both ID and temperature to a centralized database. Bluechiip's Tag provides key advantages over other forms of ID in cryogenic environments.

	 RFID	 Barcodes	 Bluechiip
 <b>Non-visual ID</b> Reads through frost	~*	✗	✓
 <b>Cryosafe</b> Operates down to -196C	✗	✗	✓
 <b>Guaranteed unique ID</b> ID cannot be overwritten or duplicated	✗	✗	✓
 <b>On-board sensor</b> Senses temperature on each scan	✗	✗	✓
 <b>Sterilization proof</b> Gamma, E-beam, Autoclave	✗ <sup>^</sup>	✓	✓



\*Majority of RFID unreliable below -40C.

<sup>^</sup>Some newer RFID's have resistance

# Bluechiip offers the only Advanced Sample Management solution providing **sample temperature with ID** in cryogenic environments

We understand that every sample is critical and managing each one with optimal quality, in the most efficient way is the objective

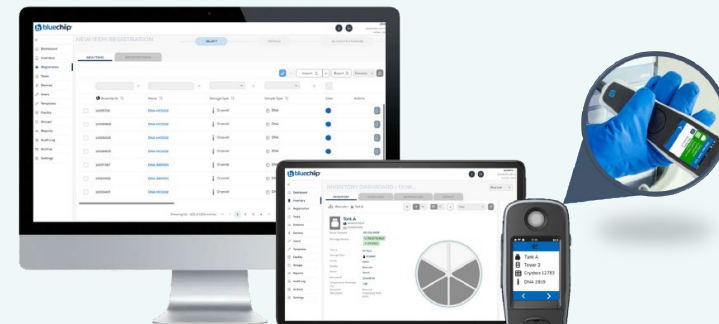
## Bluechiip Enabled Storage



## Bluechiip Readers



## Bluechiip Stream Software



Bluechiip's goal is to deliver confidence in every sample





# Bio-Pharma – Single Tank Revenue Model

Bluechip Readers



\$5.3k each



\$19k

Stream Sample Manager  
Software

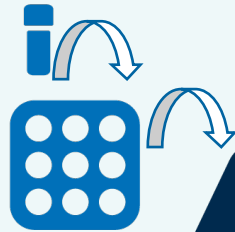


\$8k

**Initial Capital Expenditure**

**\$42.9k**

\$4.3



65k vial tank  
**\$280k/yr**



Modular software license  
**\$12k/yr**

**Yearly revenue**

**\$292k**



Scalability of  
**\$280k in every tank**



Additional lab  
expansion across  
customers sites

# Confidence in Every Sample

Bluechiip's unique and patented technology is designed to operate across a wide temperature range from -196°C to over +150°C, creating the perfect system for managing sensitive samples. Bluechiip Enabled Sample Storage, Readers and Software combine to provide an unparalleled ability to track and store sample level data, including temperature across the cold chain process.

## Redefining Quality

- Eliminating errors through optimized inventory management
- Enabling compliance to industry standards and internal procedures
- Capturing ID and temperature at the sample level for cold chain integrity
- Reducing the risk of temperature excursions in cryogenic conditions
- Providing key workflow insights to drive continuous improvement



## Driving Productivity

- Reducing manual processes and eliminating double witnessing
- Identifying multiple samples instantly through frost
- Simplifying inventory handling for faster processing
- Driving efficiency at every step of the workflow





# Bluechip Enablement – Research Institute



## Challenge

The Research Institute needed a solution to centralize and standardize sample management across multiple user groups and locations, many without traceability of their freezers' contents.

## Solution

By digitizing existing and new sample inventory, Bluechip provides the Institute with a single, easy to use platform to track a variety of sample types across multiple freezers.

Starting with 5 freezers and 1 user group, the system has now been rolled out to more than 20 lab groups across the freezer farm.



**Lab Groups 12+**



**Freezers 45+**



**Samples 0.5M+**

# Bluechip Enablement Global Pharma R&D Lab



**Automated LN2  
tank**



**Multiple -80 Freezers**



**Reagent tracking  
at -20C**

## Challenge

A major pharmaceutical R&D facility had poor control of cryovial location data within their LN2 storage tank. Required a solution that could operate across their LN2 sample inventories and their -80C and reagent (-20C) freezers.

## Solution

Bluechip's Multivial reader provides the laboratory a reliable traceability of individual cryovial locations within cryoboxes being transferred into and out of the automated LN2 store.

The laboratory manages their entire inventory of tanks and freezers in the Bluechip Stream database and Bluechip's Flexi Module is being utilized to enabled the registration and tracking of reagents in the -20C freezer.





# Bluechiip - Path to Market



## Bluechiip Direct Solutions

Direct to market: North America

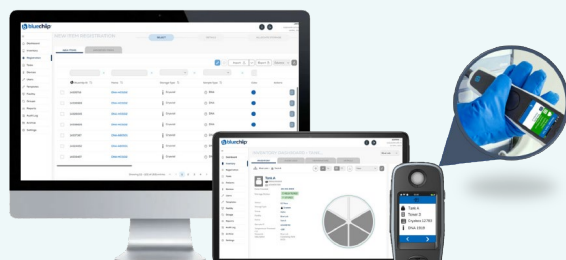
Global distribution network

Consumables, Readers, Software Sales model



## Primary Target Markets

- Bio-preservation
- Clinical trials and research
- Cell therapies & Pharmaceuticals



## Partnerships: Bluechiip Enabled Solutions

- Developer kits sold to global corporations for due diligence
- Conversion to licence agreements and Bluechiip Enabled solutions
- Ongoing licence fees
- Development and service revenues
- Sale of Bluechiip Enabled Consumables, readers & software



## Major Licence agreements

- Finalising development and proceeding towards a subsequent supply agreement with FujiFilm Industries Irvine Scientific for the IVF market
- Labcon distribution agreement

# Growth Initiatives For A Bluechiip Future



- Landing New Accounts through Aggressive Sales & Marketing in US
- Expanding within accounts into new labs & expanding repeat revenue
- Building distribution networks in Europe & Asia in FY'24
- Growing our direct customer base globally across the >>\$1B, Ultra Low temperature clinical trials, cell therapies, pharma biobanking markets
- Execution and conversion of our Major partnerships
- Continued expansion and protection of our world first, highly differentiated technology: >40 granted patents
- Building operational & manufacturing capabilities to meet demand



**Landing and expanding**  
new accounts, new labs and  
growing repeat orders



**Building**  
global distribution channels



**Execution**  
of OEM agreements



**Continuing**  
expansion and refinement  
of product range

# Equity Raise Overview

# Equity Raising Overview

Offer Structure and Size	<p>Bluechiip is seeking to raise up to ~A\$4.8 million via the issue of up to ~687.4 million fully paid ordinary shares ("<b>New Shares</b>") comprising:</p> <ul style="list-style-type: none"> <li>• A placement of A\$0.84 million to sophisticated and professional investors ("<b>Placement</b>");</li> <li>• 5 for 7 pro-rata non-renounceable entitlement offer to eligible shareholders to raise up to ~A\$4.0 million ("<b>Entitlement Offer</b>") (the Placement and the Entitlement Offer together being, the "<b>Equity Raising</b>").</li> </ul> <p><b>Placement:</b> The Placement will raise approximately A\$0.84 million via the issue of ~119.3 million New Shares in accordance with ASX L.R. 7.1.</p> <p><b>Entitlement Offer:</b> Participants in the Entitlement Offer will be entitled to subscribe for five (5) New Shares for every seven (7) existing Bluechiip shares held as at the record date for the Entitlement Offer. The Entitlement Offer seeks to raise up to ~A\$4.0 million via the issue of up to ~ 568.1 million New Shares to eligible shareholders. There is no minimum subscription amount to be raised under the Entitlement Offer.</p> <p>The Placement &amp; Entitlement Offer are not underwritten. Final allocation decisions will be determined by Bluechiip in consultation with the Lead Manager.</p>
Offer Price	<p>A\$0.007 per New Share under the Equity Raising which represents:</p> <ul style="list-style-type: none"> <li>• 46.2% discount to the last traded price of \$0.0130<sup>1</sup></li> <li>• 43.1% discount to the 5-day VWAP price of \$0.0123</li> <li>• 43.4% discount to the 10-day VWAP price of \$0.0124</li> <li>• 43.1% discount to the 15-day VWAP price of \$0.0123</li> </ul>
Ranking	New Shares issued under the Equity Raising will rank pari passu with the Company's existing shares.
Use of Proceeds	<ul style="list-style-type: none"> <li>• North American sales and marketing</li> <li>• Cash to balance sheet for general corporate and working capital purposes</li> <li>• Estimated Offer Costs</li> </ul>
Ranking	Each New Share issued under the Equity Raising will rank equally with existing fully paid ordinary shares on issue
Board Participation	<ul style="list-style-type: none"> <li>▪ Board members of Bluechiip will not participate in the Placement component of the Equity Raising</li> <li>▪ Certain board members are expected to participate in the Entitlement Offer taking up a portion of their pro rata entitlement</li> </ul>

1. Represents the last closing price of Bluechiip on 31<sup>st</sup> January 2024.

# Timetable

Event	Date
Trading halt	Thursday, 1 February 2024
Announcement of Placement and Entitlement Offer	Monday, 5 February 2024
Trading halt lifted and shares recommence trading on ASX	Monday, 5 February 2024
Record date for the Entitlement Offer	7.00pm, Thursday, 8 February 2024
Settlement of the Placement	Friday, 9 February 2024
Allotment of New Shares under the Placement	Monday, 12 February 2024
Offer booklet dispatched and Entitlement Offer opens	Tuesday, 13 February 2024
Entitlement Offer closes	Thursday, 7 March 2024
Settlement of New Shares under the Entitlement Offer	Wednesday, 13 March 2024
Allotment of New Shares under the Entitlement Offer	Thursday, 14 March 2024
Normal trading of New Shares under the Entitlement Offer	Friday, 15 March 2024
<i>This timetable is indicative and subject to change without recourse to the Company, or notice to, or consultation with, you.</i>	

# Key Risks

## Overview:

This section discusses some of the key risks associated with any investment in Bluechiip, which may affect the value of Bluechiip shares. The risks set out below are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Bluechiip. Before investing in Bluechiip, you should be aware that an investment in Bluechiip has a number of risks which are specific to Bluechiip and the Acquisition and some of which relate to listed securities generally, and all of which are beyond the control of Bluechiip. Before investing in New Shares, you should consider whether this investment is suitable for you. Potential investors should consider publicly available information on Bluechiip (such as that available on the websites of Bluechiip and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

## Offer Risks

Topic	Summary
	Entitlements cannot be traded on ASX or privately transferred. Investors who do not take up all of their entitlement under the Entitlement Offer, will have their percentage security holding in the Company diluted (in addition to the dilution resulting from the Placement).
<b>Risk of not taking up Entitlement Offer</b>	Investors may also have their investment diluted by future capital raisings by Bluechiip. Bluechiip may issue new shares for capital expenditure or working capital which may, under certain circumstances, dilute the value of an investor's interest. The Company will only raise equity if it believes that the benefit to investors of conducting the capital raising is greater than the short term detriment caused by the potential dilution associated with a capital raising.

## Risks relating to an investment in Bluechiip

Topic	Summary
<b>Customer Demand</b>	The Company's financial performance is presently heavily reliant on the success of sales of the Bluechiip products and system. As the future performance of Bluechiip technology and products may be affected by many factors most of which are outside the control of the Company, the Company cannot guarantee the level of customer demand for its products. Any decrease in customer demand for products will have a material adverse impact on the Company's financial performance.
<b>Competition</b>	Intense competition exists in the Bio-Preservation Market, including in relation to developing products, obtaining and sustaining proprietary rights to technology; and marketing, selling and distributing products. The risk exists that one or more of the competitive products, commercially available or in development now or in the future, will prove more efficacious, more cost effective or more acceptable to end users than the Bluechiip technology and products. It is possible that a competitor may enter the market and establish itself as the preferred product for an indicated use. Such competition and new technologies can have the effect of rendering costly development obsolete, decreasing the financial value of products or research projects and reducing pricing and profit margins.
<b>Product Performance</b>	The performance of the Company's technologies and products is critical to its reputation and to its ability to achieve greater market penetration of these products. Any product failure or failure of a product to meet a customer's needs and requirements or the environmental conditions faced at a particular site could have a material adverse effect on the Company's business, results of operations and financial conditions.

# Key Risks

Topic	Summary
<b>Reliance on key management personnel</b>	<p>The Company's industry, commercial and strategic expertise and experience resides within a relatively small number of key senior executives and personnel.</p> <p>The unexpected loss of any key management personnel, or the inability on the part of the Company to attract experienced personnel, may adversely affect its future financial performance</p>
<b>Pricing competition</b>	<p>In order to stay competitive, the Company may need to lower its prices or invest significantly more in product innovation and development. Further, increases in costs (such as materials or technology) may decrease the margin the Company can earn under its pricing models if it is unable to pass on those increases to its customers. In the event that costs changes are passed on, there is a risk of customer churn. Any of these factors may lead to lower profitability</p>
<b>Brand and reputation damage</b>	<p>The success of Bluechiip is largely dependent on its reputation and branding.</p> <p>Maintaining the strength of the reputation and branding of the Company is integral to its ability to maintain relationships with existing customers, appeal to new customers, maintain sales growth and attract key employees. Factors which adversely affect Bluechiip's reputation may have a negative impact on its competitiveness, growth and profitability.</p>
<b>Key Supplier Arrangements</b>	<p>Bluechiip has exposure to certain suppliers. Supplier Agreements with these suppliers (and others) are generally on a non-exclusive basis and do not contain minimum supply obligations. A number of these agreements can be terminated on short notice and without cause. Also, purchases from suppliers are restricted by credit terms.</p> <p>The Company has engaged third party contract manufacturers for its chips and reading devices. There can be no guarantee that there will not be difficulties or delays in the production of the Company's chips or reading devices, that the chips and reading devices can be manufactured to the appropriate price or that the manufacturing process and capacity can be scaled to the level necessary. Difficulties in the manufacturing process may have an adverse impact on the financial performance of the Company.</p>
<b>Strategy Execution Risk</b>	<p>The Company's future growth, profitability and success depend on the ability of its management to successfully execute its business strategy. There can be no assurance that the Company can successfully achieve any or all of its initiatives or anticipated time frames. Failure by the Company to successfully execute its business strategy could have a material adverse effect on the Company's business, financial condition and results of operations</p>
<b>Operational Risk</b>	<p>Operating costs can be influenced by a wide range of factors, many of which may not be under the control of the Company, including the breakdown or failure of equipment or processes, supply chain constraints (which may be caused by any number of factors including global or macroeconomic events), labour disputes, increases in freight costs, wages, insurance expenses, depreciation of equipment, industrial accidents and the need to comply with the directives of central and local government authorities. Significant increases in operational costs may adversely affect the Company's revenue and profitability.</p>

# Key Risks

Topic	Summary
<b>Laws, regulations and Government policy</b>	Changes in laws, regulations, the Listing Rules and/or government policy as well as political decisions may affect the Company and the attractiveness of an investment in the Company..
<b>Intellectual property rights</b>	No assurance can be given that the value of the Company's intellectual property rights will be completely protected or that the Company will be able to maintain its competitive position by the legal protection afforded by a combination of copyright, trade secrecy laws, patent laws, confidentiality and other intellectual property rights. There can be no assurance that third parties or employees will not breach confidentiality agreements, infringe or misappropriate the Company's intellectual property or will not be able to produce a non-infringing competitive product or service.
<b>Currency</b>	Many of the Company's supplier and customer contracts are denominated in US dollars or Euro, amongst others. Therefore, variations in currency can impact the Company's revenue, cost of sales and gross margin. This foreign exchange risk exposure is largely unhedged.
<b>Customer relationships</b>	<p>The Company's financial performance is dependent on its ability to retain existing customers and to attract new customers,. This depends in part on: the functionality, reliability, pricing, support and value that the Company's products deliver; its ability to deliver products as promised when compared to competing products; and its ability to adapt and respond to changes in the needs of customers.</p> <p>Potential new customers may be reluctant to switch to the Bluechiip system. This may be driven by switching costs imposed the time and resources needed to set up new systems, migrate data, or the work required to introduce new systems to their employees. Customers may cease their relationship with the Company for reasons within or outside of its control. If the Company is unable to retain existing customers or attract new customers at the pricing, size, frequency, and with the costs it anticipates, its business, financial performance and operations may be adversely impacted.</p>
<b>Liability risk</b>	The Company has in place a level of insurance considered suitable for its current business undertakings. However, if the Company's insurance arrangements are not adequate to protect it against liability for all losses (including but not limited to, public liability, product liability or losses arising from business interruption) or should the Company experience losses in excess of the scope of its insurance cover, the Company's financial performance may be adversely affected.
<b>Sufficiency of, and access to, capital</b>	<p>The funding sought to be raised by the Offer is based on the Company's best estimation of cash flow projections and estimated expenditures. The Company has limited financial resources and may need to raise additional funds from time to time to finance its business objectives.</p> <p>There is a risk that the Company may not be able to access equity or debt capital markets to support its business objectives. The Company's ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and share markets generally. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.</p>
<b>Impairment of intangible assets</b>	The Company has a material amount of intangible assets on its balance sheet relating to goodwill and identifiable intangible assets. Under Australian Accounting Standards, goodwill and indefinite life intangible assets must be regularly tested for impairment. If impaired, the Company would need to write down the value of its intangible assets which would result in an expense in the income statement, thereby potentially materially impacting the Company's financial condition and reported earnings.



# Key Risks

## General market risks

Topic	Summary
<b>Risks associated with investment in equity capital</b>	There are risks associated with any investment in a company listed on the ASX. The value of shares may rise above or below the current share price depending on the financial and operating performance of the Company and external factors over which the Company and the Directors have no control. These external factors include: economic conditions in Australia and overseas which may have a negative impact on equity capital markets; changing investor sentiment in the local and international stock markets; changes in domestic or international fiscal, monetary, regulatory and other government policies and developments and general conditions in the markets in which the Company proposes to operate and which may impact on the future value and pricing of shares. No assurances can be given that the New Shares will trade at or above the Offer Price. None of the Company, its Board or any other person guarantees the market performance of the New Shares
<b>Liquidity and realisation risk</b>	There may be few or many potential buyers or sellers of Bluechiip Shares on the ASX at any time. This may affect the volatility of the market price of Bluechiip shares. It may also affect the prevailing market price at which shareholders are able to sell their BCT shares.
<b>Taxation</b>	Future changes in taxation law, including changes in interpretation or application of the law by the courts or taxation authorities, may affect taxation treatment of an investment in Bluechiip shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted, in the various jurisdictions in which the Company operates, may impact the future tax liabilities and performance of the Company. Any changes to the current rates of income tax applying to individuals and trusts will similarly impact on shareholder returns
<b>General economic conditions</b>	Adverse changes in economic conditions such as interest rates, exchange rates, inflation, government policy, national and international economic conditions and employment rates amongst others are outside the Company's control and have the potential to have an adverse impact on the Company and its operations.  No assurance can be given that the New Shares will trade at or above the offer price. None of Bluechiip, its Board, or any other person guarantees the market performance of the New Shares.

# Contact

Andrew McLellan

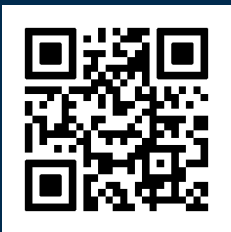
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## 8 Important information

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### 8.1 Preparation of Offer Booklet

This Offer Booklet (including the ASX announcements in **Section 7**) and the enclosed personalised Entitlement and Acceptance Form (**Information**) have been prepared by Bluechiip.

This Information is dated 13 February 2024 (other than the Investor Presentation and the Capital Raising Announcement dated 5 February 2024). This Information remains subject to change without notice and Bluechiip is not responsible for updating this Information.

There may be additional announcements made by Bluechiip after the date of this Offer Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration of whether to take up your Entitlement or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Bluechiip (by visiting the ASX website at [www.asx.com.au](http://www.asx.com.au)) before submitting your application to take up your Entitlement.

No party other than Bluechiip has authorised or caused the issue of this Information, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information.

### 8.2 Eligible Shareholders

This Offer is open to Eligible Shareholders in Australia and New Zealand. Eligible Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date;
- have a registered address on the Bluechiip Share register in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Shareholders as at the Record Date who are not Eligible Shareholders are Ineligible Shareholders. Bluechiip reserves the right to determine whether a shareholder is an Eligible Shareholder or an Ineligible Shareholder.

Bluechiip has decided that it is unreasonable to make offers under the Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places but reserves its right to do so (subject to compliance with relevant laws).

### 8.3 Ranking of New Shares

New Shares (including Additional New Shares) issued under the Entitlement Offer will be fully paid and rank equally in all respects with Existing Shares. The rights and liabilities attaching to the New Shares are set out in Bluechiip's constitution, a copy of which is available at Bluechiip Limited's website at [www.bluechiip.com](http://www.bluechiip.com).

### 8.4 Information availability

If you are in Australia or New Zealand, you can obtain a copy of this Offer Booklet during the Offer period at by calling Bluechiip's Share Registry, Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday (excluding public holidays).

If you access the electronic version of this Offer Booklet, you should ensure that you download and read the entire Offer Booklet.

**8.5 Effect on control**

The issue of New Shares under the Capital Raising is not expected to have a material effect on the control of Bluechiip. See the Cleansing Notice released to ASX on 5 February 2024 for further details.

**8.6 Risks**

The Investor Presentation included in **Section 7.2** of this Offer Booklet details important factors and risks that could affect the financial and operating performance of Bluechiip. You should refer to the "Key Risks" pages of the Investor Presentation. You should consider these factors in light of your personal circumstances, including financial and taxation issues, before making a decision in relation to your Entitlement.

**8.7 No cooling off rights**

Cooling off rights do not apply to an investment in New Shares and Additional New Shares. You cannot withdraw your application once it has been accepted.

**8.8 Rounding of Entitlements**

Where fractions arise in the calculation of an Entitlement, they will be rounded down to the nearest whole number of New Shares.

**8.9 Notice to nominees and custodians**

The Entitlement Offer is being made to all Eligible Shareholders. Nominees with registered addresses in the eligible jurisdictions may also be able to participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Shareholder.

If Bluechiip believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Entitlement Offer is not available to:

- beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Shareholder;
- Ineligible Shareholders who are ineligible to participate in the Entitlement Offer; or
- shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States. Persons in the United States and persons acting for the account or benefit of persons in the United States will not be able to purchase or trade Entitlements on ASX or otherwise, or take up or exercise Entitlements purchased on ASX or otherwise, and may receive no value for any such Entitlements held.

Bluechiip is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary, including following acquisition of Entitlements on ASX or otherwise, complies with applicable foreign laws. Bluechiip is not able to advise on foreign laws.

Nominees and custodians may not distribute any part of this Offer Booklet in the United States or in any other country outside Australia and New Zealand except to beneficial

shareholders in other countries (other than the United States) where Bluechiip may determine it is lawful and practical to make the Entitlement Offer.

#### **8.10 Quotation and trading**

Bluechiip has applied to the ASX for official quotation of the New Shares in accordance with the ASX Listing Rule requirements. If ASX does not grant quotation of the New Shares, Bluechiip will repay all Application Monies (without interest).

Trading of New Shares will, subject to ASX approval, occur shortly after allotment. It is expected that allotment of the New Shares under the Entitlement Offer will take place on Thursday, 14 March 2024. Application Monies will be held by Bluechiip on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies. Subject to approval being granted, it is expected that the New Shares allotted under the Entitlement Offer will commence trading on a normal basis on Friday, 15 March 2024.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk. Bluechiip disclaims all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by Bluechiip or the Share Registry or otherwise.

#### **8.11 Reconciliation**

The Entitlement Offer is a complex process and in some instances investors may believe that they will own more Shares than they ultimately did as at the Record Date. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that Bluechiip may need to issue additional New Shares (**Top-Up Shares**) to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these Top-Up Shares would be issued is the Offer Price.

Bluechiip also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders or other applicable investors, if Bluechiip believes in its complete discretion that their claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, Bluechiip may, in its discretion, require the relevant shareholder to transfer excess New Shares to Bluechiip at the Offer Price per New Share. If necessary, the relevant shareholder may need to transfer existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard. By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by Bluechiip in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of Bluechiip to require any of the actions set out above.

#### **8.12 Lead Manager**

The Lead Manager acted as Lead Manager of the Placement only. The Entitlement Offer is not underwritten.

Bluechiip has agreed to pay the Lead Manager a fee equal to 7% of the gross funds raised under the Capital Raising and to reimburse the Lead Manager for certain expenses.

#### **8.13 Continuous Disclosure**

Bluechiip is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

Bluechiip is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Bluechiip has an obligation under the Listing Rules

(subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Bluechiip Shares. That information is available to the public from ASX and can be accessed at [www.asx.com.au](http://www.asx.com.au). Some documents are required to be lodged with ASIC in relation to Bluechiip. These documents may be obtained from, or inspected at, an ASIC office.

#### **8.14 Governing law**

This Information, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares submits to the exclusive jurisdiction of the courts of Victoria, Australia.

#### **8.15 Shortfall**

The directors of Bluechiip reserve the right to issue any shortfall under the Entitlement Offer at their discretion. Bluechiip reserves the right to allocate Additional New Shares to Eligible Shareholders who wish to take up Additional New Shares or New Shares to professional or sophisticated investors at its discretion. . The basis of allocation of any shortfall under the Entitlement Offer will be determined by the Directors of Bluechiip at their discretion, taking into account whether investors are existing shareholders, Bluechiip's register and any potential control impacts.

In the event that there is a Shortfall under the Entitlement Offer, the Directors reserve the right, as contemplated within the Listing Rules, to allocate any Shortfall of New Shares in their discretion, subject to the provisions of the Corporations Act and the Listing Rules.

The allocation will occur in a manner which will ensure that no Shareholder or other investor will as a consequence of taking up their Entitlement and being issued any Shortfall hold a relevant interest of more than 19.99% of all of the Shares in the Company after this Entitlement Offer.

Any Shortfall will be issued within three months after the Closing Date at an issue price being not less than the Offer Price.

#### **8.16 Withdrawal of the Entitlement Offer**

Bluechiip reserves the right to withdraw all or part of the Entitlement Offer and this Information at any time, subject to applicable laws, in which case Bluechiip will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Bluechiip will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Bluechiip.

#### **8.17 Participation of Directors**

The Directors (and their representatives) may acquire New Shares under the Entitlement Offer to the extent they are Eligible Shareholders. Details of Directors' holdings of Existing Shares and substantial holders' interests in the Company are disclosed to, and available from, ASX at [www.asx.com.au](http://www.asx.com.au).

No Related Party of Bluechiip or Eligible Shareholder associated with the Directors will participate in the Shortfall Offer.

#### **8.18 Alteration of terms**

Bluechiip reserves the right, at its discretion, to vary all or part of the Entitlement Offer at any time, subject to the Corporations Act, the ASX Listing Rules and any other law or regulation to which the Company is subject.

Any variation does not give rise to any liability on the part of or any action against, Bluechiip or any Director and will be binding on all Eligible Shareholders.

## 9 Definitions

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**\$ or cents** means Australian dollars or cents.

**Additional New Shares** means New Shares to be subscribed for under the Shortfall Offer.

**Applicant** means an Eligible Shareholder who has submitted a valid Application.

**Application** means the arranging for payment of the relevant Application Monies through BPAY® or EFT in accordance with the instructions on the Entitlement and Acceptance Form.

**Application Monies** means the aggregate amount payable for the New Shares applied for through BPAY® or EFT.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and the securities exchange operated by it.

**ASX Announcements** means the initial announcements in relation to the Capital Raising released to ASX on Monday, 5 February 2024, incorporated in Section 7 of this Offer Booklet.

**Bluechiip** means Bluechiip Limited (ACN 104 795 922).

**BPAY** means BPAY Pty Ltd (ABN 69 079 137 518).

**Business Day** has the same meaning as in the Listing Rules.

**Capital Raising** means the Placement and Entitlement Offer.

**CGT** means capital gains tax.

**Closing Date** means 5.00pm (Melbourne time) on Thursday, 7 March 2024, the day the Entitlement Offer closes.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**CRN** means the unique Customer Reference Number on the personalised Entitlement and Acceptance Form.

**Eligible Shareholder** has the meaning given in Section 8.2.

**Entitlement** means the right to subscribe for 5 New Shares for every 7 Existing Shares held by eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form accompanying this Offer Booklet.

**Entitlement Offer** or **Offer** means the pro rata non-renounceable offer to Eligible Shareholders to subscribe for 5 New Shares for every 7 Existing Shares of which the Shareholder is the registered holder on the Record Date, at an Offer Price of \$0.007 per New Share pursuant to this Offer Booklet.

**Existing Shares** means the Shares already on issue on the Record Date.

**GST** means goods and services tax, as defined in the GST Act.

**GST Act** means the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

**Ineligible Shareholder** means a Shareholder (or beneficial holder of Shares) other than an Eligible Shareholder.

**Information** means the Offer Booklet (including the ASX announcements in Section 7) and the enclosed personalised Entitlement and Acceptance Form.

**Investor Presentation** means the presentation to investors released to ASX on 5 February 2024, incorporated in Section 7 of this Offer Booklet.

**Listing Rules** means the official listing rules of ASX.

**New Shares** means Shares to be allotted and issued under the Entitlement Offer.

**Offer Information Line** means Bluechiip's Share Registry, Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia). The Offer Information Line will be answered live and operate between 8.30am and 5.30pm (Sydney time) on Monday to Friday during the Entitlement Offer period.

**Offer Price** means \$0.007 per New Share.

**Permitted Jurisdiction** means Australia and New Zealand and any other jurisdiction determined by Bluechiip.

**Placement** means the placement to sophisticated and professional investors that raised \$835,142.48 at the Offer Price.

**Record Date** means 7.00pm (Sydney time) on Thursday, 8 February 2024.

**Offer Booklet** means this document.

**Share** means a fully paid ordinary share in the capital of Bluechiip.

**Shareholder** means a holder of Shares.

**Share Registry** means Automic Pty Ltd ACN 152 260 814.

**Shortfall** means the number of New Shares for which valid Applications are not received before the Entitlement Offer closes.

**Shortfall Offer** means the invitation to subscribe for any New Shares that are not subscribed for in the Offer as described in Section 4.10.

**Timetable** means the indicative table set out in the "Key dates" section of this Offer Booklet.

**Lead Manager** means MST Financial Services Pty Ltd.



## Corporate directory

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### **Bluechiip Limited**

1 Dalmore Drive, Scoresby  
VIC 3179  
[www.bluechiip.com](http://www.bluechiip.com)

### **Shareholder Information Line**

Automic Registry Services on 1300 288 664 (within Australia); or +61 2 9698 5414  
(outside Australia)  
Open between 8.30am to 5.30pm (Sydney time)  
Monday to Friday (excluding public holidays)

### **Bluechiip Share Registry**

#### **Automic Pty Limited**

GPO Box 5193  
Sydney NSW 2001