

11 March 2024

Mr Riley Jackson  
Adviser Listing Compliance (Melbourne)  
ASX Limited  
By email: [ListingsComplianceMelbourne@asx.com.au](mailto:ListingsComplianceMelbourne@asx.com.au)

Dear Mr Jackson,

**Bluechiip Limited (“BCT” or the “Company”): Query Letter**

We refer to your letter dated 6 March 2024

We respond to each of the queries in your letter below:

The Open Briefing Interview

**1. Please confirm the time and date when the Open Briefing Interview was conducted**

Please be advised that Open briefings are undertaken with a media provider under confidentiality, including:

- the Open Briefing is reviewed and vetted by the Company to ensure it is accurate and complete and the information final;
- no information is released publically until the Company has finalised the subject information upon which it is released to ASX;
- up until it is released, the information is incomplete and confidential; and
- once completed and finalised upon release to the ASX, the Board assesses whether the Open Briefing is price sensitive and if so, advises the market accordingly.

The subject matter of the Open Briefing in question contained two major topic areas, being:

- (a) commentary on the financials of the business (being the 31 December 2023 Quarterly Activity Statement released to the ASX on 31 January 2024); and
- (b) Information in respect to US trade show and potential to provide the market an update after a most important trade show for the business.

The Company confirms that the recording of the initial Open Briefing took place on 25 January 2024 at 2:00pm, after which the interview for transcript preparation and company review was undertaken on this initial phase.

Updates to the Open Briefing, being information from a US trade show (the most important trade show for the business) were conducted via call and email exchange over 14 and 15 of February 2024. After this exchange, the reviews and finalisation occurred on Friday 16 February 2024 and over the weekend of 17 and 18 February 2024, with release on Monday, 19 February 2024 11.13am.

This included:

- The addition of 3 questions (questions 3, 4 and 5) in relation to the US trade show (addressing installation of 2 additional pharma clients and invite to present at the pharma company).

together the “**USA Trade Show Information**”.

- 2. Please identify what, if any, new information was disclosed in the Open Briefing Interview which had not previously been disclosed to the ASX**

The USA Trade Show Information was new information disclosed, upon finalisation over the weekend of 17 and 18 February 2024, for the first time in the Open Briefing on Monday 19 February 2024.

- 3. Does BCT consider that a reasonable person would expect any of the information provided in response to Question 2 to be information that would have a material effect on the price or value of BCT’s securities?**

The Board believes that a reasonable person would expect the USA Trade Show Information to have a material effect on the price or value of the Company’s securities, and as such marked the Open Briefing Interview as price sensitive.

- 4. If BCT’s answer to Question 3 is “yes”:**

- 4.1 Please identify the information that BCT considers to be information that a reasonable person would expect to have a material effect on the price or value of BCT’s securities and the basis for that view**

- 4.2 Please provide the basis for giving the information to Open Briefing prior to giving the information to ASX as required by Listing Rule 15.7.**

The Company confirms that Global Pharma clients are critically important to Bluechiip. The addition of 2 pharma installations occurring in February 2024 is important, also an invitation to present at an internal Global pharma organisation is a significant indication of company traction, as identified in the Open Briefing. The addition of 2 pharma groups could have a material impact on the repeat revenue for Bluechiip.

The Company confirms that the information was provided to Open Briefing under confidentiality agreement, it was not provided to any party outside of this and was subsequently released through the ASX upon finalisation and when complete.

**5. If BCT's answer to Question 3 is "no":**

**5.1 Please provide the basis for marking the announcement as price sensitive.**

**5.2 Please identify the Listing Rule or Section of the Corporations Act, outside of Listing Rule 3.1, that required the publication of the announcement.**

N/A

The 26 February 2024 Announcement

**6. Please identify the Listing Rule or Corporations Act requirement that necessitated the publication of the 26 February 2024 Announcement.**

ASX Listing Rule 3.1.

**7. If the answer to Question 6 is Listing Rule 3.1:**

**7.1 Please identify the information in the 26 February 2024 Announcement that has not been previously disclosed to the market on MAP or elsewhere**

**7.2 Please provide the basis for why a reasonable person would expect each piece of information identified above to have a material impact on the price or value of BCT's securities**

**7.3 Please explain how BCT has satisfied the requirements of section 4.15 of Guidance Note 8 for each piece of information identified.**

In relation to 7.1 and 7.2, the Company confirms:

- that key material was in respect information that became available after The Society for Laboratory Automation and Screening (**SLAS**) meeting, with the Company completing a review of the pipeline and deeming it necessary to update ASX through the chart showing the progression of the pipeline particularly in respect to Global Pharma companies; and
- In addition, the description of 9 Global pharma companies visiting the Bluechiip booth at SLAS, and the updating of the chart which highlights there are now 14 Global Pharma companies in Bluechiip's opportunity pipeline including additional companies that have progressed to requesting quotes of Bluechiip.  
together the "**Pipeline Information**".

In relation to 7.3, the Company confirms that the new information did not include the signing of any market sensitive contract and as such section 4.15 of Guidance Note 8 is not applicable. The Company has not referred to execution of any such contracts in its disclosure to the ASX.

**8. If the answer to Question 6 is any other Listing Rule or Corporations Act requirement:**

**8.1 Please provide the relevant Listing Rule or Corporations Act requirement and BCT's basis for reaching this conclusion**

**8.2 Please provide the basis for marking the 26 February 2024 Announcement as price sensitive.**

In respect to 8.1, N/A

In respect to 8.2, the Board believes that a reasonable person would expect the Pipeline Information to have a material effect on the price or value of the Company's securities, and as such marked the ASX release of 26 February 2024 as price sensitive.

Financial Disclosures

**9. ASX observes that:**

**9.1 \$350,000 in cash inflows from loans were disclosed in both the September 2023 Appendix 4C and December 2023 Appendix 4C**

**9.2 Item 7.6 of the September 2023 Appendix 4C and the December 2023 Appendix 4C disclosed that \$250,000 had been drawn down for both quarters**

**9.3 The Appendix 4D for the half-year ended 31 December 2023 disclosed that BCT had proceeds from borrowings of \$250,000 in the half-year**

**Please clarify what BCT's cash inflows from loans for the quarter ended 30 September 2023 and half-year ended 31 December 2023 were and provide an explanation for the discrepancies highlighted above.**

In answering the above questions, we note and assume in 9.1 above that the comment from the ASX confirms what was disclosed in Section 3.5 in each of the Appendix 4Cs for September 2023 and December 2023, being:

- Proceeds of borrowing in September 2023 of \$350,000, with a cumulative borrowing for the 3 months to September 2023 of \$350,000; and
- Proceeds of borrowing in December 2023 of \$0, with a cumulative borrowing for the 6 months to December 2023 of \$350,000.

Appendix 4C (September 2023)

Item 7.1 of September 2023 Appendix 4C stated that there were 2 loan facilities in place:

1. Facility 1 – \$650,000 which was fully drawn down; and
2. Facility 2 - \$600,000 which \$250,000 was drawn down.

The total loan drawn down was \$900,000.

Item 3.5 of September 2023 Appendix 4C stated that there were proceeds from borrowings of \$350,000, which comprised of:

1. \$250,000 was the loan from Facility 2 (as outlined above); and
2. \$100,000 relates to money advanced from a Director of the Company for his share subscription relating to the May 2023 Placement which was subject to shareholder approval at the 2023 AGM. The advance money was made with the intention, and confidence, that it be converted into ordinary shares upon shareholder approval being obtained for the Placement of Shares at the November 2023 AGM. This conversion resulted. Hence, it is the Company's position that the \$100,000 advanced from a Director was not a borrowing facility and hence wasn't disclosed in item 7.1 but was a proceed that was received in advance and was inserted into item 3.5 as a form of borrowing.

Appendix 4C (December 2023)

Item 7.1 stated that as at the end of quarter, the amount drawn down to date remains the same - \$250,000. No loan was drawn down in December 2023 quarter.

This corresponds to item 3.5 of the December 2023 Quarter Appendix 4C, which shows nil for proceeds from borrowings.

Appendix 4D Half Year Financial Report (Dec 23)

The borrowing with external party was clearly stated as \$250,000 and the \$100,000 is now classified as proceeds from application of share subscription.

**10. ASX observes that:**

**10.1 The December Appendix 4C disclosed that cash inflows from the issue of equity securities for the quarter and half-year ended 31 December 2023 were \$1,632,000**

**10.2 The Appendix 4D for the half-year ended 31 December 2023 disclosed that proceeds from the application of share subscription were \$1,731,770**

**Please provide an explanation for the discrepancy of approximately \$100,000 between the two disclosed amounts.**

In the December 2023 Quarter Appendix 4C, there was no further proceeds from the issue of securities other than the \$1,632,000 received in the September 2023 Quarter.

The discrepancy of \$100,000 relates to the money advanced from a Director of the Company for his shares subscription relating to the May 2023 Private Placement which was subject to shareholders' approval at the AGM.

Please refer to ASX query no. 9 (outlined above) for further details of the money advanced.

The Appendix 4D had additional \$100,000 in proceeds from application of share subscription as this came from \$100,000 of money advanced from a director previously in September 2023, which got converted into shares after shareholders' approval in November 2023. The \$100,000 was not disclosed as a proceed item in December 2023 Quarter Appendix 4C as there was no new inflow of cash.

The proceed of additional \$100,000 in advance money from a director was already disclosed in September 2023 Quarter Appendix 4C as a borrowing before they were converted into ordinary shares pursuant to approval of shareholders at 2023 Annual General Meeting.

**11. The December 2023 Appendix 4C disclosed, in Item 7.5, that BCT had unused financing facilities of \$179,000. However, Item 8.3 of the same quarterly disclosed that unused financing facilities were \$423,000.**

**Please explain the discrepancy between the two amounts.**

The total unused financing facility should read as \$423,000 as per item 8.3 of the December 2023 Appendix 4C.

Following the information you have brought to our attention, the Company confirms that the breakdown of financing facilities per item 7 was not updated correctly and should read as follows:

7.	<b>Financing facilities</b> <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	<b>Total facility amount at quarter end</b>	<b>Amount drawn at quarter end</b>
		<b>\$A'000</b>	<b>\$A'000</b>
7.1	Loan facilities	600	250
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	80	7
7.4	<b>Total financing facilities</b>	680	257
7.5	<b>Unused financing facilities available at quarter end</b>		423

The Company confirms that this was subsequently corrected and disclosed in the Half Year Report for the period ended 31 December 2023.

**12. Does the board of BCT still affirm the compliance statement, specifically that the statement gives a true and fair view of the matters in:**

**12.1 The September 2023 Appendix 4C**

**12.2 The December 2023 Appendix 4C**

In respect of the September 2023 Appendix 4C, Yes – as outlined above, there are no changes required.

In respect of the December 2023 Appendix 4C, Yes – notwithstanding the amendment noted above in Question 11, the information provided in Section 8 of the December 2023 Appendix 4C is accurate and complete, including the estimated number of quarters of funding available to the Company. We note that the inadvertent oversight in respect of Section 7 has been addressed in our response in Question 11.

**13. Please detail what measures BCT intends to take to comply with and to ensure continued compliance with ASX's Listing Rules and Guidance Notes.**

The Company maintains a Continuous Disclosure Policy as part of its Corporate Governance regime, including regular confirmations by the Board in the Company's Board Meeting in respect of adherence to Chapter 3 of the ASX Listing Rules.

**14. Please confirm that BCT is complying with the Listing Rules and, in particular, Listing Rule 3.1.**

Yes, the Company confirms it is complying with the Listing Rules, and in particular, Listing Rule 3.1.

**15. Please confirm that BCT's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of BCT with delegated authority from the board to respond to ASX on disclosure matters.**

BCT's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy by its Board.



6 March 2024

Reference: 03689921

Ms Chelsea Lee Sheridan  
Company Secretary  
BlueChiip Limited  
1 Dalmore Drive  
Scoresby VIC 3179

**By email: [chelsea.sheridan@automicgroup.com.au](mailto:chelsea.sheridan@automicgroup.com.au)**

Dear Ms Sheridan

**Bluechiip Limited ('BCT'): Query Letter**

ASX refers to the following:

BCT Announcements

- A. BCT's announcement titled "Bluechiip Progress in Key Areas in North America" lodged on the ASX Market Announcements Platform ('MAP') on 26 February 2024 (the '**26 February 2024 Announcement**').
- B. BCT's announcement titled "Open Briefing" lodged on MAP on 19 February 2024 which contained a transcript of an interview between BCT's Managing Director Andrew McLellan and Open Briefing (the '**Open Briefing Interview**').
- C. BCT's Appendix 4C for the quarter ended 30 September 2023 lodged on MAP on 31 October 2023 (the '**September 2023 Appendix 4C**'), which disclosed:
  - i. At Item 3.5 that BCT received proceeds from borrowing of \$350,000 in the quarter.
  - ii. At Item 7.6 that:

*"\$600,000 R&D Tax Incentive Prepayment Loan (R&D Advance) secured by R&D tax incentive 2023/2024 expected to be received. As at 30 Sep 2023, \$250,000 was fully drawn down. An interest rate of 16% per annum is calculated and payable monthly on the amount drawn down."*
- D. BCT's Appendix 4C for the quarter ended 31 December 2023 lodged on MAP on 31 January 2024 (the '**December 2023 Appendix 4C**'), which disclosed:
  - i. At Item 3.1 that the proceeds from issue of equity securities were \$1,632,000 for both the quarter and the half-year.
  - ii. At Item 3.5 that the proceeds from borrowing for the quarter were nil and borrowings for the half-year, consistent with the September 2023 Appendix 4C, were \$350,000.
  - iii. At Item 7.1 that \$450,000 of \$600,000 in financing facilities had been drawn down as at 31 December 2023.
  - iv. At Item 7.5 that there was \$179,000 in unused financing facilities.
  - v. At Item 7.6 that "*...As at 30 Sep 2023, \$250,000 was fully drawn down...*".
  - vi. At Item 8.3 that BCT had \$423,000 in unused financing facilities at 30 September 2023.



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- E. BCT's Appendix 4D for the half-year ended 31 December 2023 lodged on MAP on 29 February 2024 (the '**31 December Appendix 4D**'), which disclosed:
- i. BCT's proceeds of \$1,731,770 from application of share subscription for the half-year.
  - ii. BCT's proceeds of \$250,000 from borrowings for the half-year.

Listing Rules and Guidance Notes

- F. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- G. Section 4.1 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 -3.1B*, which states that:
- "Listing Rule 3.1 requires an entity to disclose information "concerning it" that "a reasonable person would expect to have a material effect on the price or value of the entity's securities"..."*
- H. Section 4.15 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 -3.1B*, which states that:
- "Wherever possible, an announcement under Listing Rule 3.1 should contain sufficient detail for investors or their professional advisers to understand its ramifications and to assess its impact on the price or value of the entity's securities."*
- I. Section 7.10 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 -3.1B*, which states that:
- "ASX is alive to listed entities making market announcements with a view to "ramping up" the price of their securities..."*
- Whenever ASX detects what it suspects to be a ramping announcement, it will give careful consideration to suspending the entity's securities from trading and issuing a query letter to the entity asking the entity:*
- *if it marked the announcement as market sensitive when it was lodged on MAP, to identify what information in the announcement the entity considered was market sensitive and why;...*
- In an appropriate case, ASX may also require the entity to publish a corrective announcement confirming that the information in the ramping announcement was not material, or was incomplete or misleading, and that investors should not make investment decisions based on the announcement."*
- J. Section 14 of Guidance Note 14 *ASX Market Announcements Platform*, which states:
- "MAP should only be used to publish information that is appropriately given to ASX under the Listing Rules or the Corporations Act for publication to the market. It should not be used as a guise to publish material that is really promotional, political or tendentious in nature."*
- K. Listing Rule 15.7, which states:
- "An entity must not release information that is for release to the market to any \*person until it has given the information to ASX and has received an acknowledgement that ASX has released the information to the market."*

**Request for information**

Having regard to the above, ASX asks BCT to respond separately to each of the following questions and requests for information:

The Open Briefing Interview

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1. Please confirm the time and date when the Open Briefing Interview was conducted.
  2. Please identify what, if any, new information was disclosed in the Open Briefing Interview which had not previously been disclosed to the ASX.
  3. Does BCT consider that a reasonable person would expect any of the information provided in response to Question 2 to be information that would have a material effect on the price or value of BCT's securities?
  4. If BCT's answer to Question 3 is "yes":
    - 4.1 Please identify the information that BCT considers to be information that a reasonable person would expect to have a material effect on the price or value of BCT's securities and the basis for that view.
    - 4.2 Please provide the basis for giving the information to Open Briefing prior to giving the information to ASX as required by Listing Rule 15.7.
  5. If BCT's answer to Question 3 is "no":
    - 5.1 Please provide the basis for marking the announcement as price sensitive.
    - 5.2 Please identify the Listing Rule or Section of the *Corporations Act*, outside of Listing Rule 3.1, that required the publication of the announcement.

#### The 26 February 2024 Announcement

6. Please identify the Listing Rule or Corporations Act requirement that necessitated the publication of the 26 February 2024 Announcement.
7. If the answer to Question 6 is Listing Rule 3.1:
  - 7.1 Please identify the information in the 26 February 2024 Announcement that has not been previously disclosed to the market on MAP or elsewhere.
  - 7.2 Please provide the basis for why a reasonable person would expect each piece of information identified above to have a material impact on the price or value of BCT's securities.
  - 7.3 Please explain how BCT has satisfied the requirements of section 4.15 of Guidance Note 8 for each piece of information identified.
8. If the answer to Question 6 is any other Listing Rule or Corporations Act requirement:
  - 8.1 Please provide the relevant Listing Rule or Corporations Act requirement and BCT's basis for reaching this conclusion.
  - 8.2 Please provide the basis for marking the 26 February 2024 Announcement as price sensitive.

#### Financial Disclosures

9. ASX observes that:
  - 9.1 \$350,000 in cash inflows from loans were disclosed in both the September 2023 Appendix 4C and December 2023 Appendix 4C.
  - 9.2 Item 7.6 of the September 2023 Appendix 4C and the December 2023 Appendix 4C disclosed that \$250,000 had been drawn down for both quarters.
  - 9.3 The Appendix 4D for the half-year ended 31 December 2023 disclosed that BCT had proceeds from borrowings of \$250,000 in the half-year.

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Please clarify what BCT's cash inflows from loans for the quarter ended 30 September 2023 and half-year ended 31 December 2023 were and provide an explanation for the discrepancies highlighted above.

10. ASX observes that:

10.1 The December Appendix 4C disclosed that cash inflows from the issue of equity securities for the quarter and half-year ended 31 December 2023 were \$1,632,000.

10.2 The Appendix 4D for the half-year ended 31 December 2023 disclosed that proceeds from the application of share subscription were \$1,731,770.

Please provide an explanation for the discrepancy of approximately \$100,000 between the two disclosed amounts.

11. The December 2023 Appendix 4C disclosed, in Item 7.5, that BCT had unused financing facilities of \$179,000. However, Item 8.3 of the same quarterly disclosed that unused financing facilities were \$423,000.

Please explain the discrepancy between the two amounts.

12. Does the board of BCT still affirm the compliance statement, specifically that the statement gives a true and fair view of the matters in:

12.1 The September 2023 Appendix 4C.

12.2 The December 2023 Appendix 4C.

13. Please detail what measures BCT intends to take to comply with and to ensure continued compliance with ASX's Listing Rules and Guidance Notes.

14. Please confirm that BCT is complying with the Listing Rules and, in particular, Listing Rule 3.1.

15. Please confirm that BCT's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of BCT with delegated authority from the board to respond to ASX on disclosure matters.

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00 PM AEST Monday, 11 March 2024**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, BCT's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require BCT to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceMelbourne@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Trading halt**

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in BCT's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;

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- how long you want the trading halt to last;
  - the event you expect to happen that will end the trading halt;
  - that you are not aware of any reason why the trading halt should not be granted; and
  - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

### **Suspension**

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in BCT's securities under Listing Rule 17.3.

### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to BCT's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that BCT's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours faithfully

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ASX Compliance