

Bluechiip Limited

ABN 79 104 795 922

September 2014 Share Purchase Plan (SPP) Offer Document

Indicative Timetable

Record Date	5 September 2014
Announcement of Share Purchase Plan	8 September 2014
Dispatch of Offer and Application Forms to Eligible Shareholders	10 September 2014
Share Purchase Plan Opens	11 September 2014
Share Purchase Plan Offer Closes	25 September 2014
Allotment and Issue of Shares	2 October 2014
Dispatch of Holding Statements	3 October 2014
Quotation of Shares on ASX	3 October 2014

The above dates are indicative only. The directors reserve the right to modify any of the above dates in their discretion, subject to the ASX Listing Rules.

*An offer to eligible shareholders of Bluechiip Limited
to purchase additional fully paid ordinary
shares in Bluechiip under the terms and
conditions of this Share Purchase Plan.*

This is an important document and should be read in its entirety.

The Share Purchase Plan is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Bluechiip Shares at a discount and without brokerage or transaction costs.

The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Before making a decision whether or not to subscribe for Shares in the Share Purchase Plan, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in this booklet.

Question	Answer
What is the Offer?	<p>The Offer enables Eligible Shareholders to apply to purchase up to A\$15,000 worth of ordinary shares in Bluechiip without paying any brokerage or other charges.</p> <p>Note: Eligible Shareholders that participated in the SPP conducted by Bluechiip earlier this year will only be eligible to participate up to an aggregate amount of A\$15,000 across both SPPs.</p>
Am I eligible to participate?	<p>You are eligible to participate if you fulfill the criteria set out in clause 2 of the Terms and Conditions.</p> <p>You must have been a holder of Bluechiip shares at 7.00pm (Sydney time) on 5 September 2014 (Record Date) and your registered address must be in Australia or New Zealand.</p> <p>If you are a nominee or custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to A\$15,000 worth of shares on behalf of each beneficial holder, subject to complying with the criteria set out in clause 11 of the Terms and Conditions.</p>
Do I have to participate?	Participation is optional.
Can I transfer my entitlement?	You cannot transfer your right to purchase shares under the Offer to anyone else.
How do I apply?	<p>To apply for shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY®</p> <p>Make payment by BPAY® as shown on the Application Form. Eligible Shareholders based outside Australia cannot apply using BPAY® unless they have an Australian bank account.</p> <p>Option 2: Pay by cheque or money order</p> <p>Complete and return the enclosed Application Form together with a cheque or money order made payable to "Bluechiip Limited" as shown on the Application Form. The Form and payment should be sent to Boardroom Pty Ltd, GPO Box 3993, SYDNEY NSW 2001.</p>
What is the maximum investment for each shareholder?	<p>The maximum investment for each shareholder is A\$15,000.</p> <p>Note: Eligible Shareholders that participated in the SPP conducted by Bluechiip earlier this year will only be eligible to participate up to an aggregate amount of A\$15,000 across both SPPs.</p>
How many shares will I receive?	<p>You may apply for a parcel of shares under the Offer with one of the application amounts set out in clause 5 of the Terms and Conditions. The Offer Price is A\$0.10 per share, being the same issue price as the new shares issued under Bluechiip's most recent placement to sophisticated and professional investors. The issue price under the SPP is a discount of 25.93% to Bluechiip Limited's closing share price on ASX on 5 September 2014 (being the last trading day before the details of the Offer were announced). This is also 26% less than the VWAP of Shares of A\$0.1351 over the five day trading period ending 5 September 2014.</p> <p>The directors reserve the right to scale back applications in the event that applications exceed the Company's placement capacity under the ASX Listing Rules. If applications are scaled back excess funds will be returned to applicants without interest.</p>
When will I receive my shares?	New Shares will be allotted on or about 2 October 2014 (Allotment Date). Holding statements will be dispatched by 3 October 2014.
When can I trade allocated shares?	You can trade your New Shares after the Allotment Date. However, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the Offer.

Letter from the Chairman

10 September 2014

Dear Shareholder

Invitation to participate in the Bluechiip Limited Share Purchase Plan

On 8 September 2014, Bluechiip Limited (**Bluechiip**) announced its intention to offer eligible shareholders the chance to participate in a Share Purchase Plan (**SPP**). Under the SPP, eligible shareholders are able to subscribe for additional shares at \$0.10 per share in Bluechiip up to a value of A\$15,000 (**SPP**), **free of brokerage and other transaction costs**. Please note that shareholders that participated in the SPP conducted by Bluechiip earlier this year will only be eligible to participate up to an aggregate of A\$15,000 across the two SPPs.

Participation in the SPP is entirely voluntary and is open only to all shareholders with Australian or New Zealand addresses as at 7.00pm on 5 September 2014. Eligible Bluechiip shareholders are able to invest A\$2,000, A\$5,000, A\$10,000 or A\$15,000 in additional Bluechiip shares without payment of brokerage fees or other transaction costs.

During 2014 BCT shares have traded at a high of 21.5 cents (on 27 August 2014) and a low of 3.1 cents (on 9 July 2014).

The SPP will provide Bluechiip with valuable additional working capital.

To participate in the SPP, please either:

- **complete and return the Application Form accompanying this letter together with your payment; or**
- **make a BPAY® payment in accordance with the instructions on the Application Form,**

in each case making sure it is received at Bluechiip's registry **by no later than 5:00pm (Melbourne time) on Thursday 25 September 2014**.

The SPP will close at 5.00pm on Thursday 25 September 2014. The Company will make an announcement to ASX as to the outcome of the SPP on or around 26 September 2014.

In deciding whether to participate in the SPP, please take time to read the enclosed 'Share Purchase Plan Terms and Conditions' and seek your own investment or taxation advice if needed. In particular, you should note the future market price of Bluechiip shares is not certain and may rise or fall. This means the price you pay for New Shares under the SPP may be either higher or lower than the Share price trading on ASX at the time the New Shares are issued to you under the SPP, with the effect that the value of your investment in Shares could either rise or fall.

If you have any questions regarding the operation of the SPP, please call Bluechiip on +613 9763 9763.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in Bluechiip and thank you for your continuing support.

Yours sincerely

Iain Kirkwood
Chairman

Bluechiip Limited Share Purchase Plan – Terms and Conditions

1. OFFER

This is an offer to Eligible Shareholders of Bluechiip Limited (**Company**) to purchase up to \$15,000 of additional fully paid ordinary shares in the Company (**New Shares**) without incurring brokerage or additional charges. Please read these Terms and Conditions relating to the SPP, as you will be bound by them by participating in the SPP.

The SPP opens on 9:00am (AEST) on 11 September 2014 and closes at 5:00pm (AEST) on 25 September 2014.

The SPP is not underwritten.

2. ELIGIBILITY

You will be eligible to participate in the SPP if:

- you are a holder of Shares at 7.00 pm (AEST) on 5 September 2014 (**Record Date**); and
- your address in the Company's share register as at the Record Date is in either Australia or New Zealand; and
- you have taken up less than A\$15,000 worth of shares under the SPP conducted earlier this year and any take up under this SPP will not exceed in aggregate an amount of A\$15,000 worth of Bluechiip shares across both SPPs (**Eligible Shareholder**).

This SPP does not constitute an offer in any jurisdiction in which or to any person to whom it would be unlawful to make such an offer. The Company reserves the right to reject any acceptance which it believes comes from a person who is not an Eligible Shareholder.

Participation in the SPP is entirely optional. Offers made under the SPP are not renounceable. This means that Eligible Shareholders cannot transfer their right to purchase New Shares under the SPP Offer to another person.

Existing option holders who are not also shareholders are not entitled to participate in the SPP.

3. PARTICIPATION

Single holders

If you are the only registered holder of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for up to \$15,000 worth of Shares.

Joint holders

If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, whether those joint holdings be in the same registered name of the joint holding, or as an individual holder, the joint holders may only apply for a maximum parcel of \$15,000 worth of Shares.

Custodians, trustees and nominees

If you are a Custodian and hold Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**), you may apply for a maximum of \$15,000 worth of Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate - see paragraph 12.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holders (as above) will apply.

If you hold Shares as a Custodian for joint holders:

- the \$15,000 limit applies jointly in relation to those persons as if the Custodian holds the Shares on behalf of a single person; and
- where the terms on which the Shares are held do not cover the giving of instructions of this kind - the Custodian has received such an

instruction from any of those persons.

Custodians should contact Bluechiip's Share Registry, Boardroom Pty Limited, on 1300 737 760 (within Australia) or +61 3 9415 4000 (outside Australia) for the custodian certificate required under these SPP terms and conditions.

4. PRICING OF SHARES UNDER THE SPP

The SPP Offer Price for Shares issued through the SPP will be A\$0.10 per Share, being the same issue price as the new shares issued under Bluechiip's most recent placement to sophisticated and professional investors. (**SPP Offer Price**). The SPP Offer Price represents:

- a discount of 25.93% to the Company's market closing price of Shares on 5 September 2014 (being the last trading day before the details of the SPP were announced); and
- a discount of 26% to the 5 day volume weighted average price up to and including 5 September 2014.

The SPP Offer Price is fixed, regardless of any changes in the market price of Shares during the SPP Offer period.

Shareholders should be aware that the market price of Shares may rise or fall between the date of this offer and the date when New Shares are allotted and issued to you. The price you pay per New Share under this SPP Offer may be greater or less than the price of Shares at the time the New Shares are issued to you pursuant to this SPP Offer. This means it is possible that, up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on ASX at a lower price than under the SPP.

You should obtain your own independent investment advice in relation to the SPP Offer and consider price movements of shares before participating in this SPP Offer.

5. SHARES OFFERED

Eligible Shareholders may apply for a maximum of \$15,000 worth of New Shares under the SPP. The following options to acquire New Shares under the SPP are available:

Option	Dollar value of New Shares
1	\$2,000
2	\$5,000
3	\$10,000
4	\$15,000

6. WHY SHOULD YOU SUBSCRIBE FOR NEW SHARES PURSUANT TO THIS SPP?

New Shares offered under this SPP are offered at a discount to their market value prior to the date when the SPP was announced. There is no brokerage, commissions or other participation costs payable by you in respect of any acquisition of Shares under this SPP.

7. RIGHTS ATTACHED TO SHARES

Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements. Bluechiip will apply for the Shares to be quoted on the ASX.

8. SCALE BACK

The Company in its absolute discretion reserves the right to allot fewer New Shares than an Eligible Shareholder applies for under the SPP Offer, or no New Shares and any determination by the Board in respect of any scaling back will be final.

All fractional entitlements will be rounded down to the next whole Share. If applications are scaled back, the Company will refund the balance of Application Monies, without interest, following allotment by way of cheque to the applicant's registered address.

9. APPLYING FOR SHARES UNDER THE SPP

If you would like to apply for New Shares under the SPP, please complete the

enclosed Application Form and return it, together with your cheque made payable to "Bluechip Limited", to the following address.

Boardroom Pty Limited

GPO Box 3993, Sydney NSW 2001

Applications should only be made in one of the designated amounts set out in the Application Form. If the amount of the cheque tendered with the Application Form is not one of the designated amounts, Bluechip reserves the right to return the Application Form and cheque and not allot any Shares to you or to accept the cheque in respect of a lesser number of Shares and refund the balance of your Application Monies without interest.

You can also remit funds electronically using BPAY® as indicated on the Application Form. Please type the customer reference number and biller code exactly as it appears on your Application Form. If you receive more than one Application Form you are required to use the Customer Reference Number and Biller Code found on each form to make your applications.

Completed Application Forms together with payment must be received by 5:00 pm (AEST) on Thursday, 25 September 2014 (**Closing Date**). Applications received after that time will not be accepted.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment.

The return of the Application Form with the Application Monies, or the remittance of funds via BPAY® will constitute the Eligible Shareholder's acceptance to subscribe for Shares on the terms and conditions of this SPP. Once an application has been made, it cannot be revoked. No notice of acceptance of the application will be provided.

10. CERTIFICATION BY ELIGIBLE SHAREHOLDERS

By making payment by cheque, money order or BPAY®, you certify that:

- a) you are an Eligible Shareholder, as defined in paragraph 2;
- b) you have read, understood and agree to be bound by the terms and conditions of the SPP and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- c) your application is irrevocable and unconditional;
- d) you agree to be bound by the terms of the Company's constitution;
- e) you agree that the aggregate of the application price for the following does not exceed \$15,000:
 - i. the New Shares the subject of the application;
 - ii. any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - iii. any other New Shares that you have instructed a Custodian to acquire on your behalf under the SPP; and
 - iv. any other Shares that have been issued to a Custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP.
- (f) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- (g) you acknowledge that no interest will be paid on any Application Monies held pending the allotment of the New Shares refunded to you for any reason;
- (h) you acknowledge that the Company and the Share Registry have not provided any investment advice or financial product advice, and that none of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
- (i) you acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in the SPP;
- (j) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act of 1933 or the securities law of any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not

subject to, the registration requirements of the US Securities Act and any other applicable securities laws. You may sell your New Shares in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States;

- (k) you agree not to send the SPP or any other material relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;
- (l) you authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- (m) you acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (n) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque or money order for payment that is dishonoured; and
- (o) if two or more persons are recorded in the Company's register of members as jointly holding Shares or interest in the Company, they are taken to be a single registered holder and a certification given by any of them is taken to be a certification given by all of them.

11. CERTIFICATION BY CUSTODIANS

Custodians wishing to apply on behalf of one or more Participating Beneficiaries need to provide a custodian certificate which complies with the requirements of ASIC Class Order [CO/09/425] to the Company (**Custodian Certificate**). Please contact Bluechip's share registry, BoardRoom Pty Limited, on 1300 737 760 to obtain a copy of the Custodian Certificate.

If you are a Custodian, you represent to the Company that you have provided a Custodian Certificate and that you:

- a) hold an Australian financial services licence that:
 - i. covers the provision of a custodial or depository service as defined by section 766E of the Corporations Act; or
 - ii. includes a condition requiring you to comply with the requirements of ASIC Class Order 02/294; or
- b) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
 - i. paragraph 7.6.01(1)(k) or (na) of the Corporations Regulations 2001 (Cth);
 - ii. ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184;
 - iii. ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/829 or 04/1313;
 - iv. an individual instrument of relief granted by ASIC in terms similar to one of the Class Orders referred to in (iii) above;
 - v. paragraph 911A(2)(h) of the Corporations Act; or
- (c) are a trustee of a:
 - i. self-managed superannuation fund;
 - ii. superannuation master trust;
- (d) are the responsible entity of an IDPS like scheme (as defined in ASIC Class Order CO 02/296 or any class order that replaces that class order); or
- (e) are the registered holder of Shares and are noted on the register of members as holding the Shares on account of another person.

12. ADDITIONAL TERMS OF THIS SPP

The requirements of the Australian Securities and Investments Commission's Class Order CO 09/425 are incorporated into this SPP.

Under that Class Order, the yearly limit that can be raised from a participant in a share purchase plan is \$15,000. Accordingly, no Eligible Shareholder (including through joint holdings, multiple share accounts or any holding in which the Eligible Shareholder may have a beneficial interest) will be issued with Shares under this or any other share purchase plan with an application value totaling more than \$15,000 in any consecutive 12 month period.

All New Shares issued under the SPP will rank equally with existing Shares.

The SPP is administered by the Company's Board which may determine in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant, or application, or Shares and the determination of the Board will be conclusive and binding on all participants and other persons to whom the determination relates.

The Board reserves the right to withdraw this SPP and any offer under it at any time prior to the allotment of Shares and to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. If the SPP is withdrawn, all Application Monies will be refunded without interest.

13. RISKS

This section does not seek to describe all the risks to which the Company or an investment in the Company is exposed.

Eligible Shareholders wishing to participate in the SPP should be aware that there is a risk that the market price of the Shares may change between the date of the SPP Offer and the date when the New Shares are issued to Eligible Shareholders. In this event, the value of the New Shares that Eligible Shareholders receive may be adversely affected and may mean that up to or after the date on which the New Shares are issued to you, you may be able to purchase ordinary shares in the Company on the market at a lower price than the price which was offered to you under the SPP.

There are also regulatory risks including risk of legislative and regulatory changes, risks related to general market conditions including exchange rate risk, interest rates, market sentiment and circumstances and conditions which are not within the Company's control such as new entrants and competition.

Potential investors should carefully consider the risks in light of their personal circumstances (including financial and taxation issues) and seek professional advice from their stockbroker, accountant, lawyer or other professional adviser.

14. CONSIDER OBTAINING FINANCIAL ADVICE

- (a) The offer to purchase Shares under the SPP is not a recommendation to purchase Shares. You should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP.
- (b) Nothing in this SPP, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.

15. NEW ZEALAND

- (a) The Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).
- (b) This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

16. UNITED STATES

This document may not be released or distributed in the United States. The Shares have not been and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The Shares may not be taken up by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. The Shares may not be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

17. DISPUTE RESOLUTION

Bluechip may settle in any manner it thinks fit, any difficulties, anomalies and disputes that may arise in connection with or by reason of the operation of the SPP and the decision of Bluechip will be conclusive and binding on all participants and other persons to whom the determination relates.

18. WAIVER, AMENDMENT, SUSPENSION AND WITHDRAWAL

Bluechip may in its discretion waive compliance with any of these SPP terms and conditions, or suspend or withdraw the SPP Offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where Bluechip does not notify them of the event.

19. QUERIES

If you have any queries concerning the SPP, please call Bluechip Limited on +61 3 9763 9763.

20. GLOSSARY

Application Form means the application form that accompanies this Share Purchase Plan.

Application Monies means the payment referred to in clause 11.

ASIC means the Australian Securities and Investments Commission.

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

Board means the Board of Directors of Bluechip Limited.

Custodian means a custodian, trustee or, nominee within the definition of 'custodian' in ASIC Class Order [CO 09/425], that:

- a) holds an Australian financial services licence that:
 - i. covers the provision of a custodial or depository service; or
 - ii. includes a condition requiring the holder to comply with ASIC Class Order [CO 02/294]; or
- b) is exempt under:
 - i. paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or
 - ii. ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or
 - iii. ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313]; or
 - iv. an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in the above paragraph; or
 - v. paragraph 911A(2)(h) of the Act;

from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or

- a) that is a trustee of a:
 - i. self-managed superannuation fund or
 - ii. superannuation master trust; or
- b) that is the responsible entity of an IDPS-like scheme; or
- c) that is the registered holder of Shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the Shares or interests on account of another person.

Custodian Certificate means the certificate referred to in clause 13.

Closing Date means 25 September 2014.

Company or Bluechip means Bluechip Limited ACN 104 795 922.

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

Eligible Shareholder means a person who is eligible to participate in the SPP in accordance with clause 2 of the terms and conditions.

New Shares means the Shares offered under the SPP.

Participating Beneficiary has the meaning given to it in clause 3.

SPP or Share Purchase Plan means the Share Purchase Plan offered by the Company to Eligible Shareholders.

SPP Offer means the offer set out in clause 1, made on the terms and conditions contained in this document and the Application Form.

SPP Offer Price means the \$0.10 per Share.

Record Date means 7.00pm (AEST) 5 September 2014.

Shares means fully paid ordinary shares in the Company.

Share Purchase Plan - Application Form

Record Date: 5 September 2014

Close Date: 25 September 2014

Issue Price 10 cents

A Offer Choice

Indicate your choice below by marking one box only

☐

Offer 1
20,000 shares
A\$2,000.00

☐

Offer 2
50,000 shares
A\$5,000.00

☐

Offer 3
100,000 shares
A\$10,000.00

☐

Offer 4
150,000 shares
A\$15,000.00

Note: Eligible Shareholders that participated in the Share Purchase Plan conducted by Bluechiip earlier this year will only be eligible to participate up to an aggregate amount of A\$15,000 across both Share Purchase Plans.

B Payment Details

Payment may only be made by BPAY, cheque or money order. Cash will not be accepted. A receipt will not be forwarded. Payments must be made in Australian dollars. By making your payment, you confirm that you agree to the terms and conditions of the SPP as enclosed with this Application Form and acknowledge that your application is irrevocable and unconditional.

Payment Option 1 - BPAY



Biller Code:

Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY® please contact your participating financial institution
- If paying by BPAY® you do not need to return the Application Form. Payment must be received by 5:00pm (Sydney Time) on Thursday, 25 September 2014.
- If paying by BPAY® the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for. For your application to be valid you can only make payment for one of the amounts specified above in section A.

Payment Option 2 - Cheque

Record cheque details below

Drawer	Cheque Number	BSB Number	Account No.	Amount A\$

- Only cheques or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Payment must be received by Boardroom Pty Limited by 5:00pm (Sydney Time) on Thursday, 25 September 2014.
- Your cheque or money order must be made payable to **Bluechiip Limited and crossed Not Negotiable**.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.
- For your application to be valid, you can only make payment for one of the amounts specified above in section A.

C Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

D Declarations and Acknowledgments

By lodging this form with your cheque or money order you acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the Bluechiip Limited Share Purchase Plan (SPP). Bluechiip Limited may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application of shares. The decision of Bluechiip Limited will be conclusive and binding on all persons to whom the determination relates. These rights may be exercised by Bluechiip's Board or any delegate of the Board. Bluechiip Limited reserves the right to waive compliance with any provision of the SPP terms and conditions, amend or vary the SPP terms and conditions (including key dates) at any time, withdraw the offer of shares under the SPP at any time up to the Allotment Date, and suspend or terminate the SPP.

Any excess application moneys will be refunded. No interest will be paid on any refunded application money.

Scaleback

In the event that the total value of applications under the SPP is more than Bluechiip wishes to raise, Bluechiip may in its absolute discretion undertake a scale back. Under the SPP terms and conditions, if there is a scale back, a shareholder may not receive all of the shares for which it applied.

Timing

Cheques and money orders will be processed on the day of receipt and therefore sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your application being rejected.

If you are paying by BPAY®, you should be aware that your own financial institution may implement earlier cut-off times with regard to BPAY® than 5:00pm (Sydney Time) on 25 September 2014. It is your responsibility to ensure that funds submitted through BPAY® are received by this time.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

Application Forms and cheques must be received no later than 5.00 pm (Sydney time) on 25 September 2014 at:

MAILING ADDRESS
Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

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You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.