

**TRANSCENDENCE TECHNOLOGIES LIMITED  
(PREVIOUSLY NAMED “GRP CORPORATION LIMITED”)  
ACN 096 781 716**

**SUPPLEMENTARY PROSPECTUS**

**IMPORTANT INFORMATION**

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 11 December 2015 (**Prospectus**), issued by Transcendence Technologies Limited (previously named GRP Corporation Limited) (ACN 096 781 716) (**Company**).

This Supplementary Prospectus is dated 11 March 2016 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.tt-limited.com](http://www.tt-limited.com). The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus prior to the date of this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

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**1. REASONS FOR THIS SUPPLEMENTARY PROSPECTUS**

The effect of this Supplementary Prospectus is that the Company must give subscribers to the Prospectus who have lodged Applications prior to the date of this Supplementary Prospectus, a copy of this Supplementary Prospectus and the right, for a period of one month from the date of this Supplementary Prospectus, to withdraw their Application and be repaid their Application money.

As stated in the Prospectus, the Board expects that the Company's securities will be quoted on ASX.

On 18 December 2015, the Company applied to ASX for the re-admission to quotation of its securities.

The Company received a letter from ASX on 18 January 2016 granting the Company conditional approval for re-admission to the Official List of ASX which set out the conditions that would need to be satisfied prior to re-listing.

On 24 February 2016, on achieving all conditions precedent to the Acquisition Agreement, including that the Company had received conditional approval for re-admission to the Official List and in the Company's discretion all the conditions were achievable prior to 11 March 2016, the Acquisition settled and the Securities under the Offers were issued.

The Company's issue of Securities (including those Shares under the Public Offer) was a condition precedent, required by ASX for re-admission of its Shares to quotation on ASX.

As at the date of this Supplementary Prospectus, the Company confirms it has received Application money totalling \$3,600,000, closed the Public Offer, and issued 120,000,000 Shares under the Public Offer.

A requirement of the ASX Listing Rules, and an ASX condition precedent for re-admission of its securities to quotation on ASX, is that the Company can demonstrate to ASX that it has

received cleared funds for the complete amount of the issue price of every security issued to every successful applicant for securities under the Public Offer.

On 9 March 2016, ASX raised concerns about whether the Company had offered securities in a manner contrary to section 721(1) of the Corporations Act. ASX is in discussions with ASIC concerning that matter.

The Corporations Act 2001 (Cth) (Corporations Act) provides that if the Company's securities are not admitted to quotation within three months after the date of the disclosure document (ie the Prospectus), then an issue of securities in response to an application made under the disclosure document is void and the persons offering securities must return the money received by the person from the applicants as soon as practicable.

On 10 March 2016, the Company applied to ASIC for relief to modify section 723 and 724 of the Corporations Act pursuant to section 741 of the Corporations Act, which will have the effect of extending the period for which to obtain quotation for an additional period of three months commencing from the date of the Supplementary Prospectus (11 March 2016).

ASIC granted relief from sections 723(3) and 724 of the Corporations Act and the Company has an additional three months from 11 March 2016 within which its securities must be re-admitted to quotation on ASX. A condition of this relief is that, for a period of one month from the date of this Supplementary Prospectus, Applicants must be given the opportunity to withdraw their Application and be repaid their Application money.

Although ASIC has granted the relief, ASIC and their respective officers take no responsibility for the contents of the Supplementary Prospectus or the merits of the investment to which the Prospectus or Supplementary Prospectus relates. Further, by giving the relief ASIC do not condone the actions of the Company or take an opinion on whether the Company have been in compliance with Sections 721(a) of the Corporations Act.

In accordance with the relief from ASIC, the Company must give each Applicant one month to withdraw their Application and be repaid their Application money.

In considering the issues detailed above, the Board has resolved to extend the Closing Date to 11 April 2016.

The Company has responded to ASX queries and the Company is committed to continue working with ASX in order to satisfy the requirements for the Company to be listed on ASX.

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## **2. BACKGROUND ON THE COMPANY'S ACTIONS**

The Company provides the following information in respect of its compliance with section 721(1) of the Corporations Act.

### **SECTION 721(1)**

Section 7.6(d) of the Prospectus makes it clear that the Company may, in its discretion, treat an Application Form as valid even if the accompanying payment is the wrong amount. Specifically, "the Company's decision to treat an Application as valid, or how to construe, amend or complete it, will be final".

The Company confirmed that subscribers under the Public Offer fall into 3 categories based on the timing of receipt of subscription monies by the Company, as detailed below:

1. subscribers who provided funds prior to lodgement of the prospectus - these subscribers simply provided funds to the Company on trust in advance of providing their application forms. There was no written agreement recording this

trust arrangement. Invariably during capital raisings under a prospectus there may be timing differences between a company receiving an application form and the funds accompanying the application form. As required by the Prospectus, their application for shares only became effective when the Company received a completed application form from each of these subscribers. The Company received application forms from these subscribers between the 11 December 2015 and 24 December 2015. The Company has not made any other offer of securities since its placement announced on 1 October 2015;

2. subscribers who provided both their funds and application forms whilst the prospectus was open; and
3. subscribers who provided their application forms whilst the prospectus was open but whose cleared funds were not received in the Company's bank account prior to the closing date. The Company confirms that, in all cases, application forms were received prior to 24 December 2015 but some of the accompanying cheques were not banked or funds received until 29 January 2016. In addition, the Company, in accordance with Section 7.6(d) of the Prospectus, accepted several applications in which the application monies were the wrong amount and then pursued these applicants for the additional funds which were received by early February.

The Company confirms all amounts were raised pursuant to the Prospectus and accompanied by Application Forms received on or before 24 December 2015.

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### **3. ACTION REQUIRED BY INVESTORS**

#### **3.1 Withdrawal of previous Applications**

The Company has decided give each Applicant one month from the date of this Supplementary Prospectus to withdraw their Application and be repaid their Application money.

All Applicants that do this will be taken to have returned the Shares issued to them under the public Offer and in accordance with Section 258E of the Corporations Act those Shares will be cancelled.

Please refer to Section 5 of this Supplementary Prospectus for further details on the withdrawal rights.

If you do not wish to withdraw your Application, you do not need to take any action.

#### **3.2 New Applications**

Applications by new investors must be made using the Application Form that is attached to or accompanying this Supplementary Prospectus. The Application Form contains detailed instructions on how it is to be completed. Applications must not be made on the Application Form attached to or accompanying the Prospectus.

#### **3.3 Issue of Shares**

Subject to the Company satisfying ASX's concerns and being granted approval for reinstatement to the Official List, the issue of new Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to the Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

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## 4. CONTENT SUPPLEMENTED

The Prospectus is supplemented by making the following amendments to the Prospectus:

### 4.1 Extension of the Offer Period

The Board wishes to advise that the Closing Date has been extended until 5:00pm (AEDT) on 11 April 2016, and accordingly the "Indicative Timetable" as set out in Section 3 has been updated as follows:

#### INDICATIVE TIMETABLE

General Meeting held to approve the Acquisition	9 December 2015
Lodgement of Prospectus with the ASIC	11 December 2015
Opening Date of the Offers	11 December 2015
Settlement of the Acquisition	24 February 2016
Lodgement of Supplementary Prospectus	11 March 2016
Withdrawal Period Opens	11 March 2016
Withdrawal Period Closes	11 April 2016
Closing Date	11 April 2016
Expected Date for Re-compliance with Chapters 1 and 2 of the ASX Listing Rules Re-quotations of Shares (including Shares issued under the Offers) on ASX*	18 April 2016
Deadline for Re-quotations of Shares (including Shares issued under the Offers) on ASX	11 June 2016

*\* The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offers early without prior notice.*

### 4.2 Key Risks Under Section 5D(b) and Section 9.1(a) of the Prospectus be replaced as follows

#### Re-Quotation of Shares on ASX

The Acquisition of E-Collate constituted a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

Although conditional approval for re-admission to the Official List has been received, there is still a risk that the Company may not be able to meet the requirements of ASX for re-quotations of its Shares on ASX. Should this occur, the Shares will not be able to be traded on ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of the Supplementary Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List, all Shares that have been issued under the Public Offer will be void and the Company will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

### **Potential failure to comply with Section 721(1)**

There is a risk that the Company may be found to have failed to comply with Section 721(1) of the Corporations Act. It is an offence if a person intentionally or recklessly contravenes this section. Such findings may potentially have a negative impact on the Company and its Directors. Such impacts on the Company include increased costs and adverse affects on the Company's reputation with its customers, other business contacts and the market generally. This could have a material adverse effect on the Company's results of operations, management team, financial conditions and share price.

#### **4.3 Replace the last paragraph of Section 6.5 as follows:**

Applicants should be aware that ASX will not re-admit or admit any Shares to Official Quotation until the Company re-complies with Chapters 1 and 2 of the Listing Rules and is re-admitted by ASX to the Official List. Although conditional approval for re-admission to the Official List has been received, this does not guarantee that the Shares will be admitted to the Official List. If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of the Supplementary Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List, all Shares that have been issued under the Public Offer will be void and the Company will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

#### **4.4 Section 7.1 (e) be replaced as follows:**

##### *Quotation and trading*

Application for quotation of all Shares issued under the Public Offer was made to ASX within 7 days of the date of this Prospectus. See Section 4.5 for further details.

No Shares issued pursuant to the Public Offer will be subject to any escrow requirement by ASX.

#### **4.5 Section 7.7 -Quotation of Securities be replaced as follows**

The Company applied for Official Quotation of all Shares issued under this Prospectus within 7 days after the date of this Prospectus. However, Applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List (see Section 6.5).

Re-admission to the Official List is at the discretion of ASX and will be subject to compliance by the Company with the Listing Rules and the Corporations Act.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of the Supplementary Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List, all Shares that have been issued under the Public Offer will be void and the Company will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

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## 5. WITHDRAWAL RIGHTS

### 5.1 Withdrawal of Previous Applications

All investors who applied for Shares under the Prospectus before the date of this Supplementary Prospectus (**Existing Applicants**) are being offered a right to withdraw their Applications for Shares and be repaid their Application monies.

If you are an Existing Applicant and want to exercise your right to withdraw your Application for Shares and be repaid your Application monies, you must provide the Company written notice, to the address set out below, of your wish to do so **no later than 5:00pm (WST) on 11 April 2016**.

**TRANSCENDENCE TECHNOLOGIES LIMITED  
PO BOX 922  
SUBIACO WA 6904**

The details for the payment of the refund cheque and address to which it should be sent as set out in your written request must correspond to the details contained in the Application Form lodged by you.

Any repayments made by the Company pursuant to an Existing Applicant exercising their right to withdraw their Application will be made in full without interest.

If you do not wish to withdraw your Application, you do not need to take any action.

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## 6. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director and Proposed Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



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**Mark Rowbottom**  
**Director**  
**For and on behalf of**  
**TRANSCENDENCE TECHNOLOGIES LIMITED**