

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

SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a second supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 11 December 2015 (**Prospectus**) and supplementary prospectus dated 11 March 2016 (**First Supplementary Prospectus**), issued by Transcendence Technologies Limited (previously named GRP Corporation Limited) (ACN 096 781 716) (**Company**).

This Second Supplementary Prospectus is dated 16 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 Second Supplementary Prospectus.

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

1. PROPOSED RESIGNATION OF DIRECTOR – MR MARK ROWBOTTAM

The Board wishes to advise that Mr Mark Rowbottam has given notice that he intends to resign as a director of the Company, effective from the date that ASX grants approval for reinstatement to trading of the Company’s Shares on ASX (**Reinstatement Date**).

2. PROPOSED NEW APPOINTMENTS

The Board has also resolved to appoint Mr Ed Bulseco and Mr Jeremy King (together, the **Proposed Directors**) as directors (both non-executive) from the Reinstatement Date. Biographies of each of the Proposed Directors is provided below.

In addition, Mr Peter Wall will move into the role of Non-Executive Chairman.

The Directors do not consider that these changes to the Board have any material impact on present ability of the management of the Company in carrying out the Company’s executive and financial functions.

Ms Sarah Smith has been appointed as company secretary following Mr Zane Lewis’ resignation in that position. Mr Lewis will continue as a non-executive director of the Company.

3. AMENDMENTS TO THE PROSPECTUS

As a result of Mr Rowbottam's proposed resignation and the proposed appointment of Mr Ed Bulseco and Mr Jeremy King as directors, the following sections of the Prospectus shall be amended:

(a) **Corporate Directory**

Existing Directors

Mark Rowbottam (Non-Executive Chairman) (resigning)
Peter Wall (Non-Executive Director)
Zane Lewis (Non-Executive Director)

Proposed Directors

Peter Wall (Non-Executive Chairman)
Zane Lewis (Non-Executive Director)
Ed Bulseco (Non-Executive Director)
Jeremy King (Non-Executive Director)

Company Secretary

Sarah Smith

(b) **Directors and Key Management Personnel**

Section 5E be replaced with the following:

"Peter Wall and Zane Lewis will remain on the Board following completion of the Acquisition. Mr Mark Rowbottam will resign from the Board, effective from the date that ASX grants approval for reinstatement to trading of the Company's Shares on ASX. Mr Ed Bulseco and Mr Jeremy King will be appointed as Directors of the Company immediately following Mr Rowbottam's resignation and shall remain on the Board following completion of the Acquisition. The profiles of each of the Directors are set out in Section 10.1 of the Prospectus."

(c) **Board, management and interests**

Section 10.1 be amended by inserting the following biographies:

"Ed Bulseco - Proposed Non-Executive Director

Edwin Bulseco has a wealth of experience in capital markets and corporate strategic planning. From 2010 to 2014 Edwin served as senior equity research analyst at two of Australia's oldest stockbrokers. Edwin is currently a Director of Corporate Finance at a Boutique Corporate Advisory gaining exposure to a broad range of sectors including Technology, Energy and Resources. Prior to working in capital markets Edwin held various internal consulting, corporate/strategic planning and commercial roles with Royal Dutch Shell. Edwin is currently a Non-Executive Director at Greenpower Energy Ltd and was previously a Non-Executive Director at MCS Services Ltd.

Jeremy King - Proposed Non-Executive Director

Mr Jeremy King is a corporate lawyer and adviser with over 15 years' experience in domestic and international legal, financial and corporate

matters. Mr King is a director of a boutique corporate advisory and compliance business where he specialises in corporate and strategic advice and managing legal issues associated with clients. He spent several years in London where he worked with Allen and Overy LLP and Debevoise & Plimpton LLP and has extensive experience, particularly in relation to cross border private equity, leveraged buy-out acquisitions and acting for banks, financial institutions and corporate issuers in respect of various debt and equity capital raisings. He regularly advises ASX listed companies on corporate and commercial matters, and is currently a non-executive director of ASX listed DTI Group Ltd, Smart Parking Ltd and Cott Oil and Gas Ltd.

(d) **Personal interests of Directors**

Section 10.3 be deleted and replaced with the following:

Directors are not required under the Constitution to hold any Shares to be eligible to act as a Director. Information regarding the Directors' and Proposed Directors remuneration and relevant interests in Shares immediately prior to completion of the Offers and upon completion of the Offers are set out in the table below:

Interests at date of this Prospectus

Director/ Proposed Director	Remuneration for year ended 30 June 2014	Remuneration for year ended 30 June 2015	Proposed remuneration for year ended 30 June 2016	Shares	Other Securities
Mark Rowbottam ¹	Nil	65,000	\$3,000 per month	913,333	Nil
Peter Wall ²	Nil	Nil	\$3,000 per month	2,050,000	Nil
Zane Lewis ³	14,583	11,268	\$3,000 per month	306,663	Nil
Ed Bulseco ⁴⁵	Nil	Nil	\$3,000 per month	525,000	500,000 Options
Jeremy King ⁴	Nil	Nil	\$3,000 per month	500,000	500,000 Options

Notes:

- Mr Rowbottam or his nominee has obtained approval to participate in the Public Offer and subscribe for up to 3,500,000 Shares.
- Mr Wall or his nominee has obtained Shareholder approval to:
 - receive 1,818,182 Shares in lieu of fees for legal services provided; and
 - be entitled to participate in the Public Offer and subscribe for up to 3,500,000 Shares.

Mr Wall's family trust has been issued 1,600,000 Shares under the Prospectus at \$0.03 each and his superannuation fund has been issued 400,000 Shares under the Prospectus. 50,000 Shares were held by Mr Wall's family trust at the date of the Prospectus.

Mr Wall also received fees through Steinepreis Paganin of which he is an equity partner, totalling \$5,305 for the year ended 30 June 2014 and \$142,124 for the year ended 30 June 2015.
- Mr Lewis or his nominee has obtained Shareholder approval to:
 - receive 1,691,290 Shares in lieu of fees for Company secretarial services provided; and

b. be entitled to participate in the Public Offer and subscribe for up to 3,500,000 Shares.

Mr Lewis' family trust has been issued 166,663 Shares under the Prospectus at \$0.03 each. Mr Lewis also received fees through Small Cap Corporate of which he is a director and owner, totalling \$14,583 for the year ended 30 June 2014 and \$11,268 for the year ended 30 June 2015.

4. *Option terms: \$0.03 exercise price, exercisable 3 years from reinstatement of trading on ASX.*
5. *All Shares and Options in which Mr Bulseco has an interest are held in his wife's name (Allison Maree Bulseco).*

The Company's Constitution provides that the remuneration of Non-Executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The Constitution provides that the aggregate remuneration for Non-Executive Directors is initially \$350,000 per annum although may be varied by ordinary resolution of the Shareholders in general meeting.

The remuneration of any Executive Director that may be appointed to the Board will be fixed by the Board and may be paid by way of fixed salary or consultancy fee.

(e) **Proposed Director Service Agreements**

The Company intends to enter into a non-executive appointment letter with Mr Ed Bulseco on standard terms of agreements of this nature under which he is entitled to Director fees of \$36,000 per annum (exclusive of GST). Mr Bulseco will be appointed to the Board following completion of the Acquisition.

The Company intends to enter into a non-executive appointment letter with Mr Jeremy King on standard terms of agreements of this nature under which he is entitled to Director fees of \$36,000 per annum (exclusive of GST). Mr King will be appointed to the Board following completion of the Acquisition.

4. APPLICATIONS

The Directors believe that the changes set out in this Second Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for Shares under the Prospectus and First Supplementary Prospectus.

5. DIRECTORS' AUTHORISATION

This Second 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 Second Supplementary Prospectus with the ASIC.

Peter Wall
Director
For and on behalf of
TRANSCENDENCE TECHNOLOGIES LIMITED