

14 October 2016

The Manager  
Market Announcements Platform  
ASX Limited  
20 Bridge Street,  
Sydney NSW 2000

**Bluechiip Limited – Updated Appendix 3B**

On 23 September 2016 Bluechiip released an Appendix 3B with details of the shares allotted under the Company's recent rights issue.

Due to an administrative error by the Company's share registry, the Appendix 3B dated 23 September 2016 understated the number of new shares issued by 20,000. The issued share capital of the Company is 264,728,189 fully paid ordinary shares.

An updated Appendix 3B is attached (which replaces the previous Appendix 3B in its entirety).

Yours faithfully



Lee Mitchell  
**Company Secretary**

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**BLUECHIP LIMITED**

ABN

79 104 795 922

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | <div>(a) Fully paid ordinary shares (<b>Shares</b>)</div> <div>(b) Performance Rights</div> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <div>(a) 63,350,542 Shares;</div> <div>(b) 4,000,000 Performance Rights</div>               |

+ See chapter 19 for defined terms.

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<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>(a) Fully paid ordinary shares ranking equally with all other ordinary shares on issue</p> <p>(b) Performance Rights granted under the Bluechiip Limited 2016 Performance Rights Plan (<b>Plan</b>).</p> <p>Performance Rights under the Plan are granted for no consideration and no consideration is payable for the provision of shares on vesting.</p> <p>The vesting of Performance Rights will be subject to a TSR (total shareholder return) performance condition measured over 1, 2 and 3 year periods as specified below. To the extent that the relevant performance condition is not satisfied, the Performance Rights will lapse.</p> <p>Subject to the terms of the Plan the Performance Rights granted entitle the Recipient to 1 ordinary share for each Performance Right as at the relevant vesting date.</p> <p>Recipients will only benefit from the grant of a Performance Right if the relevant performance condition is fulfilled and they are allocated the performance shares.</p> <p>Subject to continued employment and achievement of the TSR hurdle below the performance rights will vest as follows:</p> <ul style="list-style-type: none"> <li>- Up to 33% in 1 year (on 30 August 2017) based on TSR performance from 1 July 2016 to 30 June 2017;</li> <li>- Up to 33% in 2 years (on 30 August 2018) based on TSR performance from 1 July 2016 to 30 June 2018;</li> <li>- Up to 33% in 3 years (on 30 August 2019) based on performance from 1 July 2016 to 30 June 2019;</li> </ul> <p>The number of Performance Rights that will vest following each performance period above will be determined by the Company's Relative Total Shareholder Return (<b>TSR</b>) performance.</p>
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+ See chapter 19 for defined terms.

Relative TSR is defined as the Company's TSR performance when ranked relative to the movement in the ASX All Ordinaries Accumulation Index (AORD) for the Measurement Period. No Performance Rights will vest unless the relevant TSR exceeds the AORD benchmark for that period. The number of performance rights vesting depend on the extent by which the Company's relative TSR exceeds the AORD benchmark.

The TSR conditions applying to Performance Rights will be tested only once, and so any of the Performance Rights that do not meet the relevant TSR performance condition will lapse at the end of the relevant performance period and will not be re-tested

All Performance Rights are also subject to an overriding condition that the financial performance of the Company, in the absolute discretion of the Board, has been satisfactory.

Unvested Performance Rights granted will lapse where the performance conditions are not met during the performance period, or if the Recipient ceases to be an Eligible Employee, (unless for a qualifying reason or the Board otherwise determines).

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+ See chapter 19 for defined terms.

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4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) Yes.</p> <p>(b) No.</p> <p>A grant of a Performance Right will not give the holder a legal or beneficial interest in ordinary fully paid Bluechiip Ltd (Bluechiip) shares until that Performance Right vests.</p> <p>Prior to vesting, Performance Rights do not carry a right to vote, receive dividends or generally participate in other corporate actions.</p> <p>When Performance Rights have vested, ordinary fully paid Bluechiip shares will be allocated. These shares will rank equally with existing Bluechiip shares.</p>
5	Issue price or consideration	<p>(a) 63,111,856 Shares were issued at a price of \$0.022 each (\$1,388,020). 238,686 Shares were issued as commission in connection with the Rights Issue.</p> <p>(b) Nil.</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	The Performance Rights comprise the long term incentive component of the remuneration for eligible employees.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	23 October 2015
6c	Number of +securities issued without security holder approval under rule 7.1	<p>(a) 63,350,542 Shares</p> <p>(b) 4,000,000 Performance Rights</p>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	63,111,856 Shortfall Shares issued under LR 7.2	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	23 September 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		264,728,189	Fully paid ordinary Shares

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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		4,000,000	Performance Rights (unquoted)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Pro rata issue**

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.



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32 How do security holders dispose of their entitlements (except by sale through a broker)?

N/A

33 <sup>+</sup>Issue date

N/A

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of <sup>+</sup> securities for which <sup>+</sup> quotation is sought	N/A				
39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought					
40	<p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)</p>					
42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table>	Number	<sup>+</sup> Class		
Number	<sup>+</sup> Class					

+ See chapter 19 for defined terms.

### Quotation agreement

1       <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.

2       We warrant the following to ASX.

- The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
- An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.

3       We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4       We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 14 October 2016  
(Company Secretary)

Print name:       Lee Mitchell

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<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	169,319,280
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	8,421,066 Shares issued under the Company's SPP on 25 February 2016
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	177,740,346

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	26,661,051
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>4,385,965 Shares issued by private placement on 7 March 2016</p> <p>8,001,336 Shares issued by private placement on 18 May 2016</p> <p>4,000,000 Performance Rights (securities the subject of this Appendix 3B).</p> <p>238,686 Shares issued as commission in connection with the Rights Issue (securities the subject of this Appendix 3B)</p>
<b>“C”</b>	10,512,436
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	26,661,051
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	10,512,436
<b>Total [“A” x 0.15] – “C”</b>	<p>16,148,615</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	177,740,346
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	17,774,034
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	11,250,000 Shares issued on 21 December 2015
<b>“E”</b>	11,250,000

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	17,774,034
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	11,250,000
<b>Total</b> [“A” x 0.10] – “E”	6,524,034  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.