

# CCP Technologies Limited

ABN 58 009 213 754

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## Entitlement Offer Prospectus

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A non-renounceable pro-rata rights issue to raise up to approximately \$3.4 million before costs of the issue, of one (1) fully paid ordinary share (**New Share**) for every one (1) fully paid ordinary share held on the Record Date at an issue price of zero point seven cents (\$0.007) each (**Entitlement Offer**) with one (1) free attaching option for everyone (1) New Share (**Option**).

The Entitlement Offer is partially underwritten.

**THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**

If you do not understand its contents, you should consult your stockbroker, accountant or other professional adviser without delay.

The securities offered under this Prospectus are considered highly speculative.

# CORPORATE DIRECTORY

## **Directors**

Mr Leath Nicholson – Non-Executive Chairman

Mr Adam Gallagher – CEO and Executive Director

Mr Anoosh Manzoori - Non-Executive Director

## **Company Secretaries**

Mr Adam Gallagher

Mr Phillip Hains

## **Registered Office**

Level 7, 420 Collins Street Melbourne 3000

## **Auditors**

BDO Audit (QLD) Pty Limited

Level 18, 300 Queen St

Brisbane QLD 4000

## **ASX Code**

CT1

## **Lawyers**

Nicholson Ryan Lawyers

Level 7, 420 Collins Street

Melbourne Vic 3000

**Share Registry**

Advanced Share Registry Limited

110 Stirling Hwy

Nedlands WA 6009

Tel: +61 (0)8 9389 8033

Fax: +61 (0)8 9262 3723

**Company's Contact Details**

Web: [www.ccp.technologies.com](http://www.ccp.technologies.com)

Email: [info@ccp-technologies.com](mailto:info@ccp-technologies.com)

Telephone: 1800 100 227

**Postal Address for Return of Acceptances**

CCP Technologies Limited

Advanced Share Registries Limited

PO Box 1156

Nedlands WA 6909

Telephone +61 (0)8 9389 8033

# Entitlement Offer Prospectus

## ANTICIPATED TIMETABLE

Event	Date
Announcement of Offer	Friday 18 October 2019 (prior to commencement of trading)
Notify existing option holders they are not entitled to participate in the Offer	Friday 18 October 2019 (prior to commencement of trading)
Lodgement Date – Prospectus and Appendix 3B lodged with ASX	Friday 18 October 2019 (prior to commencement of trading)
Lodge Prospectus at ASIC	Friday 18 October 2019 (prior to commencement of trading)
Despatch Notice to security holders containing information required in Appendix 3B, timetable and statement that the Prospectus has been lodged with ASX	Tuesday 22 October 2019
<i>Ex Date</i> – The date on which Existing Shares commence trading without the Entitlement to participate in the Offer	Wednesday 23 October 2019
Record Date – The date for determining Entitlements of Eligible Shareholders to participate in the Offer (7.00pm (Sydney time))	Thursday 24 October 2019
Dispatch Date - Dispatch of Prospectus and Entitlement and Acceptance Forms to Shareholders and Announce at ASX – Offer opens	Monday 28 October 2019 *
Closing Date – The last day for receipt of Entitlement and Acceptance Forms (5.00pm (Sydney time))	Thursday 7 November 2019
Securities quoted on a deferred settlement basis	Friday 8 November 2019
Notify ASX of Shortfall	Tuesday 12 November 2019
Final Allotment Date – Allotment of New Shares under the Offer	Thursday 14 November 2019
Allotment Date – Anticipated despatch of holding statements for New Shares	Thursday 14 November 2019
Expected commencement of normal trading in New Shares on ASX	Friday 15 November 2019

\* Last date to extend is 3 business days before the Closing Date.

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The above dates should be regarded as **indicative only**. Subject to the Corporations Act, Listing Rules and other applicable laws, the Company reserves the right to change the above dates, to close the Offer before the date stated above, to extend the Closing Date and subsequent dates, or not to proceed with the Offer described in this Prospectus.

You are encouraged to apply as soon as possible after the Opening Date.

This Prospectus is dated 18 October 2019. No exposure period applies to this Offer in reliance on ASIC Corporations (Exposure Period) Instrument 2016/74. No securities will be issued or sold on the basis of this Prospectus later than 13 months after the date of this Prospectus, being 19 November 2020.

# Entitlement Offer Prospectus

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# Entitlement Offer Prospectus

## Important Notice

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### Offer

This Prospectus is dated 18 October 2019 and a copy of this Prospectus was lodged with the ASX and ASIC on the same date.

Neither ASIC nor ASX nor their respective officers take any responsibility as to the contents of this Prospectus.

This Prospectus is a transaction specific prospectus and is an offer to Eligible Shareholders of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

The Offer is made only to those Eligible Shareholders with registered addresses in Australia and New Zealand. In making this Offer to Eligible Shareholders in New Zealand, the Company is relying on the Securities Act (Overseas Companies) Exemption Notice 2002 (NZ), by virtue of which this Prospectus is not required to be registered in New Zealand.

The Company has not investigated the regulatory requirements that may prevail in any country in which the Company's Shareholders may reside outside of Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

This Prospectus is issued by the Company. No person is authorised to give any information or to make any representation in connection with the Offer in this Prospectus that is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company in connection with the Offer.

Before deciding to invest in the Company, potential investors should read the entire Prospectus. The information contained in individual Sections is not intended to and does not provide a comprehensive review of the business and the financial affairs of the Company or the Shares offered under this Prospectus. The Offer does not take into account the investment objectives, financial situation and particular needs of the investor. You should carefully consider the risks that impact on the Company in the context of your personal requirements (including your financial and taxation position) and seek professional guidance from your stockbroker, solicitor, accountant or other professional adviser prior to deciding whether to invest in the Company. Some of the risks that you should consider are set out in Section 2 of this Prospectus.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities or options offered to acquire securities under that prospectus are continuously quoted securities within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities that were quoted enhanced disclosure securities at all times during the 3 months before the date of the prospectus and that the Company was not exempted from the continuous disclosure regime and the disclosing entity requirements provided for under the Corporations Act and the Listing Rules of ASX.

# Entitlement Offer Prospectus

## Electronic Prospectus

This Prospectus is available in a paper version and in electronic form. The electronic version will be available on the Company's website, <http://www.ccp-technologies.com> from the date of this Prospectus until the Closing Date. The Offer constituted by this Prospectus in electronic form is available only to Eligible Shareholders receiving this Prospectus in electronic form in Australia and New Zealand. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus. Any person may obtain a hard copy of the Prospectus free of charge by contacting the Share Registry on 08 9389 8033 (within Australia) or +61 8 9389 8033 (outside Australia). The Corporations Act prohibits any person passing on to another person an Entitlement and Acceptance Form unless it is accompanying a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

## ASX Listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the Timetable above. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of this Prospectus, (or such period as varied by ASIC), the Company will not issue any Shares or Options and will repay all application monies within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares offered pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the Offer.

## How to accept entitlement to New Shares and Options

Entitlement to New Shares and Options can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is accompanying this Prospectus in its paper copy form, or a print out of the form which formed part of or, was accompanied by, the complete and unaltered electronic version of this Prospectus. Instructions for completing and returning the Entitlement and Acceptance Form are set out in Sections 1.10 and 4.4 of this Prospectus and the Entitlement and Acceptance Form. Shareholders should note that a failure to accept their full entitlement may result in a dilution of their shareholding.

## No financial advice

The information given in this Prospectus does not constitute financial product advice. This Prospectus is of a general nature and has been prepared without taking into account your individual investment objectives, financial situation, tax position or particular investment needs. Before making an investment decision on the basis of this Prospectus, you should consider the appropriateness of the information having regard to your investment objectives, financial needs and investment needs. If you have any questions about any of the matters contained in this Prospectus, you should contact your legal adviser, stockbroker, accountant or other relevant adviser.

## Forward-looking statements and risks

This Prospectus contains a number of forward-looking statements. Forward-looking statements provided in this Prospectus are based on assumptions and contingencies which are subject to change

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without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the Company. They are provided as a general guide only and should not be relied on as an indication or a guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which those statements are based because events and actual circumstances frequently do not occur as forecast and these differences may be material.

## **Disclaimers**

In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Except as required by law, neither the Company nor any other person warrants the future performance of the Company nor any return on any investment made under this Prospectus. Any investment in the securities offered by this Prospectus should be considered highly speculative. There is no guarantee that you will receive a return of your investment.

## **Company's website**

Any references to documents included on the Company's website are provided for convenience only and none of the documents or other information on the website is incorporated by reference as content of this Prospectus.

## **Privacy**

The privacy obligations and policy relating to this Prospectus are contained in the privacy disclosure statement in Section 7.6.

## **Defined terms and abbreviations**

Defined terms and abbreviations used in this Prospectus are explained in defined terms in Section 8.

# Entitlement Offer Prospectus

## Chairman's Letter

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18 October 2019

Dear Investor

Since the board and management changes that occurred in February 2019, the business has been stabilised and we are now looking to position the Company for growth.

The stabilisation involved reducing the net cash used in operations through decreasing unnecessary expenditure and increasing revenues from customer receipts.

The underpinning device and platform combination is ubiquitous to all IoT solutions. The Company is well-placed with its existing sensor and cloud platform infrastructure, specialist in-house IoT and software development team to grow its business.

Consistent with the Company's long-stated strategy of seeking technically and commercially complementary acquisitions, the proceeds of the rights issue will help position the Company to move on compelling acquisition opportunities as they present.

The one-for-one rights issue provides all shareholders with the opportunity to maintain their existing percentage position in the Company and invest at a discount to the current market price. If there is any shortfall available after each holder has made their decision on whether or not to participate, the rights issue is being partially underwritten by a number of existing shareholders that have committed their support for the raise. Subject to available shortfall the underwriters have committed in aggregate to subscribe for a minimum of \$2 million and may take up more if there is the opportunity to do so.

I encourage all shareholders to read this Prospectus in full, as well as recent ASX announcements including the Company's Annual Report for the 2019 financial year.

### The Offer

On behalf of the Board, I am pleased to present you with a Prospectus for the Company's pro-rata entitlement offer (to raise approximately \$3.4 million). Each Eligible Shareholder is being offered one (1) new fully paid ordinary share (New Share) for every one (1) share held on the Record Date at an issue price of zero point seven cents (\$0.007) (**Entitlement Offer**) each with one (1) free attaching option for every one (1) new share issued (**Option**). Each Option will have an exercise price of one point five cents each (\$0.015) and will be exercisable anytime during the 3 years from the date of issue of the Option.

The Offer is partially underwritten (\$2,000,000). A summary of the underwriting agreements is in Section 6.

The number of New Shares and Options to which you are entitled are specified in the enclosed Entitlement and Acceptance Form. This has been determined on the basis of one New Share for every one Share registered in your name as at 5.00pm (AEDT) on 24 October 2019 (**Record Date**).

# Entitlement Offer Prospectus

## Purpose of the Offer

The Offer is being conducted to provide funding for:

- Marketing and business development;
- Ongoing development of the product suite;
- Provisioning for potential acquisitions;
- Meeting the expenses of the Entitlement Offer; and
- General working capital.

This Prospectus contains detailed information about the Entitlement Offer, the Company and the key risks associated with investing in the Company's Shares.

I encourage you to carefully read this Prospectus in its entirety before making an investment decision. This is a highly speculative investment and we recommend that investors read Sections 1.5 and 2, which outline the key risk factors specific to an investment in the Company and other general risk factors, carefully. If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional adviser.

Together with my fellow Directors, I encourage you to consider this Offer.

Yours sincerely



Leath Nicholson

Non- Executive Chairman

CCP Technologies Limited

## Section 1: Interpretation

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The information provided in this Section is an introduction to and overview of the Entitlement Offer and the Company only. It is not intended to replace a full review of the Prospectus. Investors should read this investment overview in conjunction with the information contained in the remainder of this Prospectus before any decision is made to invest in the Company.

### 1.1 The Entitlement Offer

#### Highlights of the Offer

- (a) One-for-one non-renounceable issue of New Shares at an issue price of 0.7 cents per New Share.
- (b) One free Option per each New Share at an exercise price of 1.5 cents, exercisable during the 3 year period from the date of issue of the Option (see below).

#### Pro Rata Entitlement

By this Prospectus, the Company makes the Offer to Eligible Shareholders as recorded on the Share Registry on the Record Date.

The New Shares offered pursuant to this Prospectus will rank equally with existing Shares on issue.

The maximum number of New Shares to be issued under the Entitlement Offer is approximately 486,669,260. Should all Options be exercised within the 3 year period, a further 486,669,260 of Shares will be issued.

The maximum amount to be raised by the Entitlement Offer is approximately \$3.4 million.

Please refer to Section 3.1 for details on the purpose of the Entitlement Offer and Section 3.2 for details on how the Company intends to use the amount raised by the Entitlement Offer.

In the calculation of Entitlements, fractions will be rounded up to the nearest whole number.

*\*Due to rounding of Entitlements the exact maximum number of New Shares and Options that may be issued under the Offer will not be known until the Record Date.*

#### Rights

The Entitlement Offer is non-renounceable, which means that the rights of Eligible Shareholders under this Prospectus are not transferrable or tradeable and will not be listed on the ASX.

# Entitlement Offer Prospectus

## Option Terms

The terms governing the Options are set out in Section 5. By way of summary:

- (a) each Option is to be issued for free with each New Share issued;
- (b) the exercise price is 1.5 cents per Option;
- (c) the Options vest immediately; and
- (d) the Exercise Period is 3 years from the date the Option is issued.

### 1.2 Is the Entitlement Offer underwritten?

The Entitlement Offer is partially underwritten. The underwriters are obliged to apply for up to \$2,000,000 of Shortfall Shares (in aggregate). Shortfall Share are those New Shares which are not taken up by Shareholders under their Entitlement Offer.

### 1.3 What is the purpose of the Entitlement Offer?

The Offer is being conducted to provide funding for:

- a) Marketing and business development;
- b) Ongoing development of the product suite;
- c) Provision for potential acquisitions;
- d) Meet the expenses of the Entitlement Offer; and
- e) General working capital.

1.4 Further information on how the Company intends to use the proceeds received from the Offer is set out in Section 3.2.

### 1.5 What are the key risks associated with the Entitlement Offer?

See Section 2. A summary of the key risks is as follows:

**(a) Dependence on the Internet and telecommunications infrastructure.**

As the Company's technology relies on telecommunications infrastructure, it is reliant on stable equipment and internet access.

**(b) Commercialisation Risk**

The Company is in the early phases of commercialising its technology and on-going success relies on the ability to expand market share. The expansion of it relies on its ability to find avenues to commercialise its technology.

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**(c) Hacker risk, Technology / disruption / corruption / system failure**

As the Company's services rely on data communication, customers may perceive that the Company's products and services are insecure and open to being hacked such that the adoption of the CCP Solution may be impacted.

**(d) Extensive competition**

Device connectivity and software development are highly competitive global industries. Accordingly, there is a high degree of competition. There can be no assurances that the competitive environment will not change adversely due to actions of competitors or changes in customer preferences.

**(e) Loss of key personnel**

The Company relies on the experience and knowledge of the General Manager, Kartheek Munigoti. If Kartheek or other key personnel that the Company employs or subsequently recruits leave the Company and the Company was unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.

**(f) Research and development risks**

Investments in early stage commercialisation technologies carry risk. Commercialising technology involves research and development activities which may not lead to commercial outcomes.

Further information relating to the risks associated with the Offer are set out in Section 2.

## 1.6 What will be the effect of the Entitlement Offer on the Company?

The effect of the Entitlement Offer on the Company will be to provide the funds to undertake the activities set out in the Chairman's letter and Section 3.1 and alter the capital structure of the Company as described below.

The table below sets out the existing capital structure of the Company and the effect on the Company's capital structure of issuing the New Shares offered under this Prospectus.

The information set out below assumes that full acceptances are received for all Shares offered under this Prospectus.

Description	Number
Existing issued fully paid ordinary shares	486,669,260*
New Shares (fully paid ordinary) offered under this Prospectus	486,669,260 *
TOTAL	973,338,520

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\* 23,172,159 Shares (not included in this total) are to be cancelled subject to Shareholder approval at the Company's Annual General Meeting as per the ASX announcement released 16 August 2019. As these Shares are not fully paid, they are not eligible for participation in the Entitlement Offer.

## Current unlisted options

The Company has the following unlisted options on issue which are each capable of being converted into Shares.

Code	Number of Options	Exercise Price	Expiry Date
CT101	2,000,000	\$0.10	15/12/2020
CT102	2,000,000	\$0.10	15/12/2020
CT103	1,533,000	Nil	15/12/2019
CT104	1,446,000	\$0.10	20/11/2021*
CT105	19,890,191	\$0.03	06/12/2020**

\*Vesting 21/11/2019

\*\*This total is exclusive of 23,172,159 options that are to be cancelled subject to Shareholder approval at the Company's 2019 Annual General Meeting as per the ASX announcement released 16 August 2019.

Up to 486,669,260 new Options to subscribe for fully paid ordinary Shares may be issued under this Prospectus. Each Option will have an exercise price of \$0.015 and expire three years from the date of issue. No vesting conditions will be imposed and the Company will not seek quotation of the Options.

Further information on the effect of the Entitlement Offer on the Company is set out in Section 3.3.

## 1.7 What are the costs associated with the Company making this Entitlement Offer?

The total estimated expenses of the Entitlement Offer payable by the Company, including, accounting fees, legal fees, lodgement fees, listing fees, fees for other advisers, Prospectus design, printing, advertising and other miscellaneous expenses (including taxes and other government charges), will be approximately \$60,601 (excluding GST). The following table shows a breakdown of the estimated costs of the Entitlement Offer (excluding GST):

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Particulars	Amount
Administrative and Regulatory	\$17,000
Legal costs	\$40,000
Printing, postage and dispatch costs	\$17,000
Underwriter fees	\$120,000*
TOTAL	\$194,000

\*The underwriters will receive 6% of the amount underwritten (**Underwriting Fee**) and may choose to receive payment in cash or an equivalent value of options (subject to the same terms applying to the Options to be issued under this Prospectus). The Directors have determined value of the options of \$0.004 per option such that if each of the underwriters chooses to accept their total fee in options then up to a total of 40,000,000 options will be issued on the same terms as the Options offered to Shareholders in the Entitlement Offer (exercise price of \$0.015 and expiring three years from the date the options are issued).

### 1.8 Business of the Company

#### What does the Company do?

The Company has two highly complementary streams to the business:

- (a) **IoT product suite** – patented, low-cost sensors for ambient conditions (including though not limited to temperature, pH, CO<sub>2</sub>, location, shock, energy) coupled with a powerful cloud and analytics platform offering complete remote visualisation of real-time reporting, compliance and proactive management to protect and maintain equipment, reduce costs and wastage.
- (b) **IoT Development team** - A wholly owned end-to-end development team of 25 engineers based in the world's technology development hub in Bangalore India and overseen by Melbourne based management. The development team operates at a lower cost than comparable Australian-based teams. As well as supporting the in-house product suite, the development team undertakes a range of fee-for-service projects ranging from short term to on-going contracts. It provides both consistent profitable cash flows as well as potential royalty and corporate opportunities to bring the "best of breed" IoT products into the Company's product suite.

The Company aims to build a significant global IoT business through a combination of organic and acquisitive growth.

## Who are the Directors?

### Leath Nicholson (Non- Executive Chairman)

Leath was a Corporate Partner at a leading Melbourne law firm, gaining experience with a breadth of ASX listed entities, before co-founding Foster Nicholson Jones in 2008. Leath's principal clients continue to be ASX listed companies and high net worth individuals. Leath has particular expertise in mergers and acquisitions; IT based transactions, and corporate governance. Leath is a Non-Executive Director of Money3 Corporation Limited (ASX:MNY) and AMA Group Limited (ASX:AMA).

Leath holds the following formal qualifications:

Bachelor of Economic (Honours).

Bachelor of Law (Honours).

Master of Law (Commercial Law)

### Anoosh Manzoori (Non-Executive Director)

Anoosh has 20 years' commercial experience in building highly successful businesses. He specialises in working with technology companies with large transactional volumes on a global scale; taking them from start-up to full scale commercialisation and trade sale.

As founder and CEO of SmartyHost, Anoosh was responsible for growing this business to reach 70,000 customers within 5 years before selling to MYOB.

Anoosh is currently the CEO of Shape Capital Pty Ltd, an advisory and venture investment firm, and an Expert Network Member in the Australian Government's entrepreneurs' programme. His experience includes M&A strategies, identifying potential acquisition targets, undertaking detailed due diligence, analysis and evaluation, formulating and negotiating deal structure and pricing, presenting Australian technology companies in the US, helping establish the Melbourne Accelerator Program, and managing commercial transactions to completion. Anoosh is also the Executive Chairman of the listed investment company First Growth Funds Limited.

Anoosh is a member of the Institute of Company Directors.

Anoosh holds the following formal qualifications:

Bachelor of Science.

Graduate Diploma in Business Enterprise.

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## Adam Gallagher (Chief Executive Officer and Executive Director)

Adam has strong experience and working knowledge of the Technology sector, M&A transactions, finance and capital markets through twenty years of commercial, IT and investment experience across major banks, stock exchanges, digital media, communications, private equity and listed companies. For the last twelve years he has predominantly worked with technology businesses both listed and unlisted as an officeholder, advisor and investor. In addition to his executive role with CCP Technologies Limited, Adam is Non-executive Director of Envirosuite Limited (ASX: EVS).

Adam holds the following formal qualifications:

Bachelor of Economics.

Masters in Commerce.

Graduate Diploma in Information Systems.

Graduate Diploma in Applied Corporate Governance.

## Who are the Key Persons?

### Kartheek Munigoti (General Manager)

Kartheek Munigoti is an IoT specialist with 18 years experience in creating and managing technology products and businesses and combines a deep knowledge of IoT solutions with experience running technology businesses. Kartheek founded the Company's India business and invented the core proprietary technology. Kartheek's skill-set and experience combines a rare blend of software, firmware and hardware development. Kartheek has been directly involved in the commercialisation of numerous products and services from concept to design, product development and deployment.

Kartheek holds a Bachelor of Engineering (Computer Science) and a Masters of Applied Science (Information Systems).

## 1.9 Directors' Intentions in respect of Entitlements

Set out below is a table summarising the rights of each Director under this Prospectus (based on their current holding) and whether they intend to exercise those rights:

Director	Shares	Entitlement	Intentions
Leath Nicholson	2,176,471	2,176,471	Yes

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Anoosh Manzoori	2,058,824	2,058,824	Yes
Adam Gallagher	2,981,772	2,981,772	Yes

In addition to the above the following Directors hold the following existing options which when capable of exercise can be converted to Shares in the Company upon notice of exercise and payment of the exercise price per share:

Director	Options	Exercise Price	Expiring
Leath Nicholson	2,000,000	\$0.10	31/12/2020
Anoosh Manzoori	2,000,000	\$0.10	31/12/2020
Adam Gallagher	1,446,000	\$0.10	20/11/2021*

\* Vesting 21/11/2019

### 1.10 How to apply for the New Shares

The number of New Shares and Options to which an Eligible Shareholder is entitled and the total amount an Eligible Shareholder would have to pay if they choose to take up all of their rights to subscribe for New Shares is shown on the Entitlement and Acceptance Form accompanying this Prospectus.

Entitlements to New Shares and Options can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which accompanies this Prospectus in accordance with the instructions set out in Section 4.4 and in the Entitlement and Acceptance Form.

Acceptances for New Shares and Options may only be made on the Entitlement and Acceptance Form which accompanied or was attached to a copy of this Prospectus in its paper copy form or a print out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Entitlement and Acceptance Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

Refer to Sections 4.3 and 4.4 for more detailed information in relation to your choices on how to participate and apply for New Shares.

### 1.11 Allocation of Shares and disbursement of Application Money

Application for quotation will be made to ASX in accordance with the Timetable at the front of this Prospectus. No allotment of New Shares will be made until permission has been granted by the ASX for the quotation of the Shares on terms acceptable to the Directors. If the application for quotation is unsuccessful, all Application Monies will be repaid to Applicants without interest.

# Entitlement Offer Prospectus

Application Monies will be held in a trust account until New Shares and Options are issued. Interest on Application Monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any New Shares and Options are issued.

The Company has absolute discretion regarding the allocation of New Shares under the Entitlement Offer.

## 1.12 Withdrawal

The Company may at any time decide to withdraw this Prospectus and the Entitlement Offer in which case all Application Monies will be returned to the Applicants as soon as practicable. No interest will be paid on any Application Monies refunded as a result of the withdrawal of this Prospectus and the Entitlement Offer.

## 1.13 Taxation

The tax implications of the Offer will depend on the individual circumstances of the Applicant. Applicants should obtain their own tax advice or financial planning advice prior to investing.

The Australian taxation consequences of any investment in Shares will depend on an Applicant's particular circumstances. It is the obligation of potential investors to make their own enquiries concerning the taxation consequences of an investment in the Company. If you have any questions about the taxation consequences of an investment in the Company, please contact your stockbroker, accountant, independent financial advisor or other independent advisor.

## 1.14 Enquiries

If you have any questions regarding the content of this Prospectus or how to complete the Entitlement and Acceptance Form, please contact the Company's Share Registry 08 9389 8033 (if within Australia) or +61 8 9389 8033 (if outside Australia). Alternatively, you should contact your stockbroker, accountant or independent professional financial adviser prior to accepting the Entitlement Offer.

Any questions concerning the Entitlement Offer should be directed in the first instance to Advanced Share Registries Limited on telephone +61 8 9389 8033.

## Section 2: Key Risks

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Investing in the Company is not without risk and in many respects the risks of investing in the Company are different to and potentially greater than investing in other companies listed on ASX.

### 2.1 Risks Relating to New Shares

The New Shares offered under this Prospectus are considered highly speculative because of the inherent risks associated with an IoT company. In addition, there are risks inherent in investing in the share market in general.

The Directors have considered and identified in this Section of the Prospectus the critical areas of risk associated with investing in the New Shares. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional

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advice if they require further information on material risks in deciding whether to subscribe for New Shares.

This investment is regarded as highly speculative and neither the Company nor any of its Directors or any other party associated with the preparation of this Prospectus guarantees that any specific objectives of the Company will be achieved or that any particular performance of the Company or of its New Shares, including those offered by this Prospectus, will be achieved.

## 2.2 Specific Risks

### (a) Protection of IP/IT

The Company has taken steps to protect its IP through the application for patent registration in selected countries, registration of trademarks and domain names.

There is a risk that other individuals or companies may claim to have an interest in the intellectual property utilised by the Company, in which case there may be a risk of infringing third party intellectual property rights.

If the Company fails to protect its intellectual property rights adequately, competitors may gain access to its technology or parts of it which may harm its business and the value of the Shares.

In addition, there may well be significant value attached to the trademarks and other similar forms of intellectual property associated with the Company. Failure by Company to adequately protect against infringements of intellectual property associated with its brand may result in significant damage to that brand and ultimately the value of the Shares.

Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which the Company is active. Accordingly, despite efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property in that country.

### (b) Dependence on the Internet and telecommunications infrastructure.

The success of the Company's products and services will depend to some extent on:

- (i) the availability and stability of telecommunications infrastructure;
- (ii) the infrastructure over which devices directly communicate with each other; and
- (iii) the Internet.

The utility of both connectivity and the Internet carrying communications between devices can be adversely impacted upon because of the rapidly increasing demands for bandwidth, data security, reliability, cost, accessibility and quality-of-service. Delays in the development or adoption of new standards and protocols to handle these increased demands may impact on the adoption of the Company's products and services and ultimately the success of the Company. The performance of the Internet has been harmed by "viruses", "worms" and similar malicious programs, and the

# Entitlement Offer Prospectus

Internet has experienced a variety of outages and other delays because of damage to portions of its infrastructure.

Importantly, the Company's products and services are agnostic of the transmission technology used. A wide range of wireless as well as wireline options can be used and would be dependent upon the application and development resources. This is a decision made in conjunction with the customer on what best suits their needs.

It should be noted that the Company's products and services do not rely solely on access to the Internet to function, however, the experience may be enhanced if connection is made.

**(c) Commercialisation Risk**

Commercialisation of the Company's products and services will require the Company, in addition to its own sales activity, to identify appropriate vendors and negotiate agreements on commercial terms to generate a licence fee-based revenue income and or royalties. Whilst the Company has entered agreements with a number of vendors and have commenced installation in real time there can be no assurance that the Company will secure further agreements in respect of the implementation of the Company's products and services to the extent that it becomes commercially viable.

**(d) Hacker risk, Technology / disruption / corruption / system failure**

Security concerns and the possibility of data corruption and data manipulation are particular concerns with any Internet-of-Things (IoT) solution. Where customers perceive that the Company's products and services are insecure and open to being hacked then the adoption of the CCP Solution may be impacted. This may ultimately impact on the success of the Company.

While the Company has sought as part of the design of the Company's products and services to incorporate security aspects, no assurance can be given at this time that the Company's products and services will be immune from the usual range of IoT technology risks. To mitigate these risks associated with security, the Company has implemented within its design an AES (Advanced Encryption Standard) encryption algorithm.

**(e) Extensive competition**

Device connectivity and software development are highly competitive global industries. Accordingly, there is a high degree of competition. There can be no assurances that the competitive environment will not change adversely due to actions of competitors or changes in customer preferences.

**(f) Loss of key personnel**

The Company relies on the experience and knowledge of the General Manager, Kartheek Munigoti. If Kartheek or other key personnel that the Company employs or subsequently recruits leave the Company and the Company was unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.

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**(g) Research and development risks**

Investments in early stage commercialisation technologies carry risk. Commercialising technology involves research and development activities which may not lead to commercial outcomes.

**(h) Relationships with suppliers**

The Company relies upon sourcing products from various suppliers and any material adverse change in the Company's relationships with its suppliers, its terms of trade, or the ability of key suppliers to service orders could have an adverse impact on the Company's prospects. To mitigate this risk, the Company has identified alternative suppliers.

**(i) Growth prospects and company expansion plans**

The Company's growth prospects are dependent upon a number of factors, including the general market adoption of the Company's products and services. Poor strategic, investment and expenditure decisions are likely to adversely affect the funding position and the value of the Company's shares.

**(j) Regulatory risks**

Currently there are few IoT specific laws and regulations. Such laws differ from country to country and jurisdiction to jurisdiction. However, in Australia IoT based technologies may be impacted by informational privacy laws. In Australia, the collection, use, storage and disclosure of "personal information" is principally regulated by the Privacy Act 1988 (Cth) (Privacy Act). The Privacy Act does not prohibit IoT based-technologies but it could in certain circumstances impose additional compliance obligations on businesses who use or commercialise those technologies.

The compliance obligations under the Privacy Act only extend to "personal information". The term personal information is defined in the Privacy Act to mean (in summary) information or an opinion about an identified individual, or an individual who is reasonably identifiable.

If the Company collects data which falls within the definition of "personal information" then the compliance regime under the Privacy Act will apply to the Company in respect of the collection, use, storage and disclosure of that "personal information".

If the data collected by the Company does not (by itself) constitute "personal information" (such as a device MAC address, an IP address or event metadata), it is still possible that such data could be aggregated with other datasets which, together, could be considered "personal information".

The Company will take steps to ensure compliance with any applicable requirements of the Privacy Act.

In addition, there may be increased regulation and therefore increased regulatory compliance costs for the Company in respect of such areas of:

- (i) spectrum management;

- (ii) interoperability and open systems;
- (iii) network resilience and security;
- (iv) security and data privacy;
- (v) data sharing; and
- (vi) numbering.

As laws and regulations develop around each of these areas in jurisdictions in which the Company is active, or in which data necessary for the application of the technology is collected, transferred, accessed, stored or analysed, there may be increased regulatory compliance costs for the Company.

## 2.3 General Risks

### (a) General Economic Climate

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on the Company's operating costs. The Company's future income, asset values and share price can be affected by these factors and, in particular, by the market price for any services that the Company may sell.

### (b) Stock Market Conditions

The New Shares offered are expected to be listed on the ASX, where their price may rise or fall. The market for IoT company shares has historically experienced significant fluctuations in price and trading volumes which may be unrelated to the performance of individual companies. The New Shares allotted under this Prospectus carry no guarantee in respect of profitability, dividends, return of capital, liquidity or the price on which they may trade on the ASX. It is likely that the Company will record losses and negative cash flows and will not pay a dividend for a number of years, if at all.

The stock market has in the past and may in the future be affected by a number of matters including:

- market confidence;
- supply and demand for money; and
- currency exchange rates.

### (c) Government Policy Changes

Any material adverse changes in government policies or legislation of any countries in which the Company may operate may affect the viability and profitability of the Company.

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## (d) Foreign Currency and Exchange Rate Fluctuations

Revenue and expenditure of the Company is often in currencies other than Australian dollars and as such expose the Company to foreign exchange movements, which may have a positive or negative influence on the Australian dollar equivalent of such revenue and expenditure and may impact the Company's operating results.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist managing these risks.

However, the implementation of such measures may not eliminate all such risks and the measures themselves may expose the Company to related risks.

## (e) General

The above list of risk factors, specific and general, ought not to be taken as exhaustive of the risks faced by the Company or by the investors in the Company. Any combination of the above factors may materially affect any business operations or the financial performance of the Company and the value of its securities. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities. Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

## Section 3: Purpose and Effect of the Entitlement Offer

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### 3.1 Purpose of the Entitlement Offer

The Entitlement Offer is being conducted to provide funding for:

- a) Marketing and business development;
- b) Ongoing development of the product suite;
- c) Provisioning for potential acquisitions;
- d) Meeting the expenses of the Entitlement Offer; and
- e) General working capital.

### 3.2 Use of funds raised from the Entitlement Offer

Set out in the table below is an estimated breakdown of the expenditure of the funds in each of the areas in circumstances of the Entitlement Offer being fully subscribed.

Activity	Amount
Marketing & business development	\$500,000

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Product suite development	\$250,000
Provisioning for potential acquisitions	\$1,250,000
Meeting the expenses of the Entitlement Offer	\$200,000
Provisioned for general working capital	\$1,206,685
<b>TOTAL</b>	<b>\$3,406,685</b>

The Company may not successfully raise the full amount of the offering. If insufficient funds are raised, the Company will scale-back planned activities and provisions, in the first instance the provision for potential acquisitions.

### 3.3 Effect of the Offer on the Company

#### Pro forma statement of financial position

To illustrate the effect if the Offer on the Company, the Company's pro forma statement of financial position as at 30 June 2019 is set out below. The pro forma historical statement of financial position is adjusted only for completion of the Entitlement Offer.

The pro forma financial information in this Section is presented for illustrative purposes only. If the Entitlement Offer had occurred in the past, the Company's financial information would likely have been different from that presented here.

The pro forma financial information in this Section is based on the Company's audited full year accounts for the period ended 30 June 2019. It has been prepared in accordance with the recognition and measurement principles of Australian International Financial Reporting Standards.

<b>CONSOLIDATED STATEMENT OF FINANCIAL POSITION</b>		
	Jun-19 (audited)	Jun-19 (pro forma)
Current assets	155,505	3,368,190
Non-current assets	25,471	25,471
<b>Total assets</b>	<b>180,976</b>	<b>3,393,661</b>
Current liabilities	731,516	731,516
Non-current liabilities	-	-

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<b>Total liabilities</b>	<b>731,516</b>	<b>731,516</b>
<b>Net assets</b>	<b>(550,540)</b>	<b>2,662,145</b>
Issued capital	9,644,401	12,931,086
Other equity reserves	(10,194,941)	(10,268,941)
<b>Total equity</b>	<b>(550,540)</b>	<b>2,662,145</b>

The pro forma financial information is presented above in an abbreviated form insofar as it does not include all the disclosures, statements or comparative information as required by the Australian accounting standards applicable to annual financial reports prepared in accordance with the Corporations Act.

## Section 4: Details of the Entitlement Offer

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### 4.1 Details of Entitlement Offer

#### New Shares

The Company offers Eligible Shareholders the right to participate in a pro-rata non-renounceable rights issue of one (1) New Share for everyone (1) Share held at the Record Date at an issue price of 0.7 cents (\$0.007) each.

The offer is only made to holders of fully paid ordinary Shares. No partly paid shares or redeemable convertible preference shares will be issued under this Prospectus.

Fractional entitlements will be rounded up to the nearest whole number.

The New Shares will be fully paid ordinary Shares in the capital of the Company, which will rank equally with, and have the same rights and liabilities as existing Shares on issue in the capital of the Company.

The rights and liabilities attaching to the Company's Shares are set out in the Constitution of the Company and are affected by the Corporations Act, the Listing Rules, statute and general law. The Company's Constitution has been lodged with ASIC. The Constitution contains provisions of the kind commonly found in constitutions of listed public companies in Australia and are taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request a copy of the Constitution during the application period of the Prospectus, which the Company will provide free of charge.

The Company will issue the New Shares as soon as possible after the Closing Date.

#### Options

Each New Share will have attached one (1) free attaching Option for everyone (1) New Share with an exercise price of one point five cents each (\$0.015) and will be exercisable in the period of 3 years from the date of issue of the Option. On payment of the exercise price at any time

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up until the expiry date, each Option will convert to one fully paid ordinary share with equivalent rights and liabilities as the New Shares set out above.

The Company will not seek quotation of the Options.

The Option terms are more fully described in Section 5.

## **Closing Date**

Applications under the Offer must be received by no later than 7.00pm (Sydney time) on the Closing Date described in the Timetable.

## **4.2 Underwriting**

The Offer is partially underwritten.

Refer to Section 6 which contains a summary of the underwriting agreements.

## **4.3 Choices available under the Entitlement Offer**

Eligible Shareholders may either:

- exercise their rights to participate in the Entitlement Offer in full;
- partially exercise their right to participate in the Entitlement Offer and allow the balance to lapse;
- take no action under this Entitlement Offer, thereby allowing their rights to lapse.

Details of how to exercise these alternatives, and information regarding the Entitlement Offer, are set out below.

Nominees holding on behalf of multiple beneficiaries should contact the Company if they propose taking up an entitlement for some accounts only on behalf of those accounts.

## **4.4 Accepting your Rights Entitlement**

### ***If paying by cheque or money order***

To apply and pay by cheque or money order, you should:

- (a) cheque, you should make the cheque payable to "CCP Technologies Limited - Shareholder Account" and crossed "Not Negotiable";
- (b) electronic funds, you should follow the procedure set out in your personalised Entitlement and Acceptance Form.

The completed Entitlement and Acceptance Forms together with a cheque or money order for the applicable Application Monies (being the offer price of 0.7 cents (\$0.007) per New Share multiplied by the number of New Shares applied for) must be mailed to the postal address, or delivered by hand to the delivery address set out below:

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In Australia:

**POSTAL**                      Advanced Share Registries Limited  
PO Box 1156  
Nedlands WA 6909  
Australia

**HAND DELIVERY**        Advanced Share Registries Limited  
110 Stirling Highway  
Nedlands WA 6909  
Australia

All acceptances must be received at the Company's Australian Share Registry by 5:00pm (AEDT) on Thursday, 7 November 2019, being the Closing Date of the Offer or such later date as the Company may specify.

The Company, and the Share Registrar and accept no responsibility for delayed or misdelivered Entitlement and Acceptance Forms or payments.

Payment must be made by cheque drawn on an Australian bank or money order in Australian currency. Cheques should be made payable to "CCP Technologies Limited – Shareholder Account" and crossed "Not Negotiable". The amount payable on Application will be deemed not to have been received until the Company is in receipt of clear funds.

Cheques may be processed on the day of receipt and as such, sufficient cleared funds must be held in your account when you return your completed Entitlement and Acceptance Form. Cheques returned unpaid may not be re-presented and may result in your Application being rejected.

Alternatively, and at the Company's discretion, the Company may treat you as having applied for as many Shares as the cleared funds will pay for.

***If paying by BPAY:***

To apply and pay via BPAY, you should:

- (a) read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- (b) make your payment via BPAY for the number of Shares you wish to subscribe for (being the offer price of 0.7 cents (\$0.007) per New Share multiplied by the number of New Shares you are applying for) so that it is received no later than 5:00pm (AEDT) on Thursday, 7 November 2019, or such later date as the Company may specify. You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution.

If you choose to pay via BPAY you are not required to submit the Entitlement and Acceptance Form. If your BPAY payment is received by 5:00pm (AEDT) on Thursday, 7 November 2019, or such later date as the Company may specify, New Shares (offered on a 1 for 1 basis) up to the payment amount received and Options are anticipated to be allotted to you on the Dispatch Date (which date may change without notice).

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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. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

If you have multiple holdings you will have multiple BPAY reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

***For payments by cheque, money order or BPAY:***

- (a) Your Application or payment may not be accepted if received after 5:00pm (AEDT) on the Closing Date or such later date as the Company may specify, in which case no New Shares and Options would be issued to you in respect of that Application or payment and any payment received will be refunded to you without interest.
- (b) The Directors may at their discretion issue New Shares and Options in response to Entitlement and Acceptance Forms received after the Closing Date and time but are under no obligation to do so.
- (c) The amount payable on Application will be deemed not to have been received until the Company is in receipt of cleared funds. Payments in cash will not be accepted.
- (d) If the amount of payment is insufficient to pay in full for the number of New Shares you applied for, or is more than the number of New Shares you applied for, you will be taken to have applied for such whole number of New Shares which you are entitled to and which is covered in full by your payment. Alternatively, the Company may in its discretion reject your Application, in which case any payment will be refunded to you without interest.

If you have any questions about your entitlement, please contact the Company's Share Registry on 08 9389 8033 (within Australia) or +61 8 9389 8033 (outside Australia). Alternatively, contact your stockbroker or other professional adviser.

The issue of New Shares and Options will occur as soon as practicable after the Entitlement Offer has closed. Thereafter, statements of your Share holdings will be despatched. It is the responsibility of recipients to determine their allocation prior to trading in New Shares. Recipients trading New Shares before they receive their statements will do so at their own risk. The Company may reject an Entitlement and Acceptance Form where payment of the Application Monies is not received or a cheque is not honoured, or without prejudice to its rights, accept an Entitlement and Acceptance Form and issue New Shares and Options in response to the acceptance and recover outstanding Application Monies from the recipient.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consents are required or whether formalities need to be observed to enable them to acquire New Shares. Return of a duly completed Entitlement and Acceptance Form or payment will be taken by the Company to constitute a representation that there has been no breach of such requirements.

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No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the Offer, or to acquire New Shares or other securities of the Company.

## Section 5: Option Terms

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The following terms govern the Options:

### 5.1 Entitlement

- (a) Each Option entitles the Option holder to subscribe for, and be allotted, one quoted fully paid ordinary Share in the capital of the Company.
- (b) Shares issued on the exercise of Options will rank equally with all existing Shares on issue (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option), as at the exercise date, and will be subject to the provisions of the Constitution of the Company.

### 5.2 Issue Date

The issue date for the Options is Thursday, 14 November 2019 (**Issue Date**).

### 5.3 Vesting Date

The Options vest immediately.

### 5.4 Exercise of Option

- (a) The Option holder may exercise an Option at any time between the Issue Date until the day before the third anniversary of the Issue Date (**Exercise Period**).
- (b) The exercise price of each Option is \$0.015 (**Exercise Price**).
- (c) An Option is exercisable by the Option holder during the Exercise Period, by signing and delivering a notice of exercise of Option together with the Exercise Price in full for each Share to be issued upon exercise of each Option to the Company's share registry (**Exercise Notice**).
- (d) All Options not exercised prior to the expiration of the Exercise Period will lapse.
- (e) In the event of liquidation of the Company, all unexercised Options will lapse.

### 5.5 Quotation

- (a) The Company will not apply to the ASX for official quotation of the Options.

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- (b) On receipt by the Company of the Exercise Notice and payment of the Exercise Price, the Company must, within 2 Business Days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
  - (i) allot to the Option holder one Share in the Company for each Option exercised by the Option holder;
  - (ii) cause to be despatched to the Option holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
  - (iii) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.

## 5.6 Participation in Securities Issues

The Option holder is not entitled to participate in new issues of securities without exercising the Options.

## 5.7 Participation in a Reorganisation of Capital

- (a) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holders which is not conferred on shareholders of the Company.
- (b) In any reorganisation as referred to in Section 5.7(a), Options will be treated in the following manner:
  - (i) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
  - (ii) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (iii) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
  - (iv) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
  - (v) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the

# Entitlement Offer Prospectus

Company and the exercise price of each Option will be amended in inverse proportion to that ratio;

- (vi) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on an Option Holder which are not conferred on shareholders; and
- (vii) in the event of a pro rata issue of Shares by the Company, the Exercise Price for each Option will be adjusted in accordance with Listing Rule 6.22.2 of the ASX Listing Rules (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).

## 5.8 Transfers

The Options are only transferable with Board approval, except that if at any time before the expiry of the Exercise Period, the Option holder dies, the legal representative of the deceased Option holder may:

- (a) elect to be registered as the new holder of the Options;
- (b) whether or not he or she becomes so registered, exercise those Options in accordance with the terms and conditions on which they were granted; and
- (c) if the deceased Option Holder has already exercised the Options, pay the Exercise Price in respect of those Options.

## 5.9 Notices

Notices may be given by the Company to the Option holder in the manner prescribed by the Constitution of the Company for the giving of notices to the shareholders of the Company and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Option holder.

## 5.10 Rights to Accounts

Option holders will be sent all reports and accounts required to be laid before shareholders in general meeting and all notices of general meeting of shareholders, however, in the event the Option holder is not a Shareholder, it will not have any right to attend or vote at these meetings.

## 5.11 Dividends

The Options do not provide any entitlement to dividends paid to ordinary shareholders.

## 5.12 Inconsistency

To the extent that any of these Option terms are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these terms are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.

These terms are governed by the law of Victoria. The parties submit to the exclusive jurisdiction of the courts of Victoria.

## Section 6: Underwriting Agreements

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### 6.1 Underwriting Agreements

The Company has entered into underwriting agreements with the following parties:

- (a) ZZL Pty Ltd ACN 619 065 459 as trustee for the ZZL Family Trust & Nominees (**ZZL**); and
- (b) MRGL Pty Ltd ACN 006 614 811 as trustee for the Mr Gloss Unit Trust ABN 42 649 082 859 (**MRGL**),

(each an **Underwriter** and together the **Underwriters**). Of the approximate total number of shares comprising the pro-rata entitlement offer (being 486,669,260), the Underwriters have jointly agreed to underwrite a minimum of 58.7%, being approximately 285,674,856 (**Underwritten Shares**). Where the number of shortfall shares exceed this amount, the Underwriters may at their discretion accept a greater number of shortfall shares. The Underwritten Shares will be issued at A\$0.007 per share (**Issue Price**).

### 6.2 Underwritten Shares:

Of the Underwritten Shares:

- (a) ZZL will underwrite 58% - which equates to approximately \$1,160,000; and
- (b) MRGL will underwrite 42% - which equates to approximately \$840,000.

Other than each Underwriter's respective proportion of the Underwritten Shares and their respective fees, each underwriting agreement is on the same terms.

### 6.3 Underwriting Fee

Each Underwriter is entitled to receive (at its election), in the case of:

- (a) ZZL:
  - (i) 23,200,000 options to purchase new shares at an exercise price of A\$0.015 and expiry date of 3 years from the date of issue; or
  - (ii) a cash fee of A\$59,590 (being 6% of the value of ZZL's respective proportion of the Underwritten Shares, calculated at the Issue Price);
- (b) MRGL:
  - (i) 16,800,000 options to purchase new shares at an exercise price of A\$0.015 and expiry date of 3 years from the date of issue; or
  - (ii) a cash fee of A\$50,400 (being 6% of the value of MRGL's respective proportion of the Underwritten Shares, calculated at the Issue Price).

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## 6.4 Conditional Obligations

The obligations of each Underwriter to subscribe for its respective proportion of the Underwritten Shares is conditional upon:

- (a) the Company's board approving the offer document;
- (b) lodgement of the offer document with ASIC and the ASX on the relevant lodgement date;
- (c) delivery of a letter duly signed by the Company confirming there has been no default under the relevant underwriting agreements (**No Default Certificate**);
- (d) the Company being in a position to issue the shortfall shares to the Underwriters without being breach of the ASX Listing Rules; and
- (e) the Company notifying each Underwriter of the shortfall notice received no later than the 3<sup>rd</sup> business day after the relevant closing date, to be accompanied by a No Default Certificate.

## 6.5 Termination Rights

The Underwriters may terminate the Underwriters Agreements in the following circumstances:

- (a) The Prospectus is withdrawn by the Company or not lodged;
- (b) There is an ASIC Hearing or Investigation, or ASIC intends to prosecute the Company or a director;
- (c) ASIC issues a stop order in relation to the Entitlement Offer;
- (d) The Company breaches its Constitution or a law that has a material adverse effect;
- (e) ASX will not allow the New Shares to be quoted;
- (f) The Timetable is delayed by more than 7 days (beyond the 14 extension);
- (g) The S&P/ASX 200 Index falls by more than 25% for more than 3 or more consecutive trading days;
- (h) Material breach by the Company;
- (i) Any director or general manager of the Company is prosecuted for a criminal offence;
- (j) The Company alters its capital structure without the prior written consent of the Underwriter;
- (k) The Company acquires any major asset or enters into any major expenditure or ceases business;
- (l) Insolvency; or
- (m) Trading in the Company shares or options is suspended by ASX for more than 5 Business Days.

## 6.6 Timetable

The Company is entitled to extend the dates set out in the indicative Timetable by a period of up to 14 days without the Underwriters' consent.

## Section 7: Additional Information

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### 7.1 Additional available information – continuous disclosure obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

As a disclosing entity, the Company is subject to regular reporting and disclosure obligations. As a listed company, the Company is subject to the Listing Rules which require, subject to certain exceptions, immediate disclosure to the market of any information of which the Company is aware which a reasonable person might expect to have a material impact on the price of value of the Shares.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities or options offered to acquire securities under that prospectus are continuously quoted securities within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities that were quoted enhanced disclosure securities at all times during the 3 months before the date of the prospectus and that, during the 12 months before the date of the prospectus, the issuing company was not exempted from the continuous disclosure regime and disclosing entity requirements provided for under the Corporations Act and the Listing Rules of ASX.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company, and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with, and has not been exempted from, the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX. For the purposes of satisfying section 713(5) of the Corporations Act, a prospectus must also incorporate such information if such information:

- (a) has been excluded from a continuous disclosure notice in accordance with the Listing Rules; and
- (b) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liability, financial position and performance, profits and losses and prospects of the body; and
  - (ii) the rights and liabilities attaching to the securities being offered.

# Entitlement Offer Prospectus

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus. The Company has from time to time entered into and continues confidential discussions and/or negotiations with potential commercial partners. While the Company continues to seek potential commercial partners and to advance discussions or negotiations, there is no certainty that any arrangement(s) will be finalised on particular terms, at a specific time, or at all.

The Company will make further announcements in respect of any such discussions or negotiations in accordance with its disclosure obligations as developments occur.

## 7.2 Company announcements

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the Annual Financial Report of the Company most recently lodged with ASIC;
  - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the Company's Annual Financial Report and before the lodgement of this Prospectus with ASIC; and
  - (iii) any continuous disclosure notices given by the Company after the lodgement of that Annual Financial Report and before lodgement of this document with ASIC.

For details of documents lodged by the Company with the ASX since the date of lodgement of the 2018 Annual Report and before the lodgement of this Prospectus with the ASIC, refer to the table set out below:

Date	Headline
17/10/2019	Voluntary Suspension from Official Quotation
15/10/2019	Trading Halt
01/10/2019	Appendix 4G & 2019 Corporate governance statement
01/10/2019	Annual Report
02/09/2019	Appendix 3B & cleansing notice

## Entitlement Offer Prospectus

30/08/2019	Preliminary Final Report
29/08/2019	Shipment Monitoring - First commercial deployment
16/08/2019	Response to ASX Query Letter
16/08/2019	Penta update
09/08/2019	Sales update - addendum
09/08/2019	Penta update
09/08/2019	Pause in trading
09/08/2019	Sales update
31/07/2019	Appendix 4C - quarterly
24/07/2019	Appendix 3B & Section 708A Cleansing notice
24/07/2019	Reinstatement to Official Quotation
24/07/2019	Update on corporate transaction discussions
19/07/2019	Completion of Placement
17/07/2019	Voluntary Suspension from Official Quotation
15/07/2019	Trading Halt
21/05/2019	CCP expands into Bio Storage Industry with Monash University
20/05/2019	Largest ever US subscription order
14/05/2019	Investor update presentation
30/04/2019	Appendix 4C - quarterly
26/03/2019	Change of Company Address
14/03/2019	Sales update
28/02/2019	Half Yearly Report and Accounts
20/02/2019	Business Update
11/02/2019	Final Director's Interest Notices (MW & AR)

## Entitlement Offer Prospectus

08/02/2019	Change in Board & Senior Management
07/02/2019	Change of Director's Interest Notice - AR
07/02/2019	Change of Director's Interest Notice - MW
04/02/2019	Completion of Share Purchase Plan raises \$240,500
01/02/2019	Appendix 4C - quarterly
24/01/2019	Shareholder Update - January 2019
23/01/2019	Eposode contracts CCP to develop new consumer IoT product
21/01/2019	CCP delivers new IoT sensors for Cre8tec
14/01/2019	Notice under ASIC Class Order 09/425 - Share Purchase Plan
14/01/2019	Share Purchase Plan Offer Document
10/01/2019	Investor Presentation - January 2019
10/01/2019	CCP announces Share Purchas Plan
24/12/2018	Update on Penta Tokens
12/12/2018	Release from voluntary escrow
11/12/2018	Appendix 3B & Cleansing notice under S708A
26/11/2018	Results of Meeting
26/11/2018	2018 AGM CEO's Presentation
16/11/2018	Release from voluntary escrow - amended
16/11/2018	Release from voluntary escrow
31/10/2018	Appendix 4C - quarterly
29/10/2018	Notice of Annual General Meeting/Proxy Form
02/10/2018	CCP Technologies issues shares under placement
02/10/2018	Investor Presentation - September 2018 (Revised)
02/10/2018	CCP Technologies secures placement
02/10/2018	Investor Presentation – September 2018
21/09/2018	Appendix 3B & Cleansing notice

## Entitlement Offer Prospectus

05/09/2018	Release from Escrow
31/08/2018	Appendix 4G & Corporate governance statement 2018
31/08/2018	Appendix 4E & Annual Report to shareholders

### 7.3 Are there any relevant interests, benefits and related party transactions?

The following is a summary of the interests and benefits payable to the Directors and other persons connected with the Company or the Offer, and any significant related party transactions.

Subject to the provisions of the Company's constitution, the Listing Rules and the Corporation Act, Directors and related parties can participate in the Entitlement Offer and will have equal rights with any other Shareholder or investor.

#### Interests of Directors – Existing Security Interests

As at the date of this Prospectus, the Directors' direct and indirect interests in Shares of the Company are as follows:

Director	Shares
Leath Nicholson	2,176,471
Anoosh Manzoori	2,058,824
Adam Gallagher	2,981,772

#### Interests of Directors – Participation in the Rights Issue

The Directors are entitled, but not obliged, to participate in the Entitlement Offer without the need for Shareholder approval. If the Directors each participate to the maximum extent permissible for their entitlement, then their respective direct and indirect interests will increase and upon issue of the New Shares they will have the following direct or indirect interests:

Director	Entitlement under Rights Issue	Total interest if full entitlement is taken up
Leath Nicholson	2,176,471	4,352,942
Anoosh Manzoori	2,058,824	4,117,648
Adam Gallagher	2,981,772	5,963,544

## Entitlement Offer Prospectus

Except as disclosed in the Prospectus, no Director has, or has had within two years of lodgement of this Prospectus with ASIC, any interest in any property acquired or proposed to be acquired by the Company in connection with:

- (i) its formation or promotion or the Offer; or
- (ii) the Entitlement Offer.

### Interests of Directors - Remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company.

The following table sets out the total amounts paid or payable (excluding GST) to current Directors as fees and executive service remuneration in the two-year period prior to lodgement of this Prospectus:

Director	June 2017-June 2018	July 2018 - June 2019	July 2019 – Oct 2019
Leath Nicholson	\$23,000	\$23,000	\$7,667
Anoosh Manzoori	\$16,250	\$15,000	\$5,000
Adam Gallagher	\$19,500	\$15,000	\$5,000

Except as disclosed in this Prospectus, no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Entitlement Offer.

### Interests of advisers

Other than as set out below or elsewhere in this Prospectus, no person named in the Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus or as a promoter or stockbroker to the Company has, or during the last two years before the date of this Prospectus has had, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation, promotion or the securities offered under this Prospectus; or
- (c) securities offered under this Prospectus,

and no amounts, whether in cash or shares or otherwise, has been paid or agreed to be paid and no value or benefit has been given or agreed to be given to any of those persons for services rendered in connection with the formation or promotion of the Company or the securities offered under this Prospectus.

# Entitlement Offer Prospectus

## 7.4 Consents to be named and the inclusion of information

Advanced Share Registries Ltd (**Advanced Share Registries**) has given and, as at the date hereof, not withdrawn, its written consents to be named in this Prospectus in the form and context in which Advanced Share Registries is named. Advanced Share Registries has had no involvement in the preparation of any part of the Prospectus other than being named in this Prospectus. Advanced Share Registries has not authorised or caused the issue of, and expressly disclaim and take no responsibility for, any part of this Prospectus.

## 7.5 Material Agreements

The Company has not entered into any material agreements which in the opinion of the Board of Directors is required to be disclosed in this Prospectus.

## 7.6 Privacy Disclosure Statement

By completing the Entitlement and Acceptance Form accompanying this Prospectus, investors will be providing personal information to the Company (directly or via the Share Registry). The Privacy Act 1988 (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The personal information that the Company collects from investors on the Entitlement and Acceptance Form is used to evaluate Applications for Shares, and in the case of successful Applications, to provide services and appropriate administration. If the Company is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for its records, the Company will destroy or de-identify it.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers and to the ASX and other regulatory authorities.

If an Applicant becomes a security holder, the Corporations Act requires that the Company to include information about the security holder (including name, address and details of the securities held) in its public register. The information contained in the Company's public register must remain there for 7 years after that person ceases to be a security holder. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual report and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

An Applicant who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Share Registrar's Privacy Officer at Advanced Share Registries Ltd (by telephoning

# Entitlement Offer Prospectus

+61 8 9839 8033, or by facsimile to +61 8 9839 7871) or the address shown in the Corporate Directory.

In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registrar's Privacy Officer.

## 7.7 Overseas Shareholders

### **Overseas Investors – No requirement to offer under Prospectus**

The Company is of the view that it is unreasonable to make the Offer to Shareholders outside of Australia and New Zealand having regard to:

- (a) the number of Shareholders registered outside of Australia and New Zealand;
- (b) the number and value of the securities to be offered to Shareholders registered outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in overseas jurisdictions.

Accordingly, the Company is not required to make the Offer to Shareholders registered outside of Australia and New Zealand (**Excluded Shareholders**).

No offer is made under this Prospectus to any person in a country or jurisdiction outside Australia.

### ***Overseas Investors – Options to make further investments in the Company***

If Excluded Shareholders would like to explore their options to make further investments in the Company, the Company may be able to help those Excluded Shareholders explore the options available to them.

Subject to the laws of the Excluded Shareholder's jurisdiction, these options may include:

- (a) if the Excluded Shareholder already has a nominee or custodian set up in Australia; or
- (b) the Excluded Shareholder purchasing Shares on market before the Record Date and being offered pro rata participation as if they are an Australian Shareholder.

If you are an Excluded Shareholder and would like to explore your options to make further investments in the Company, please contact the Company (on 1800 100 227 or by email at [info@ccp-networks.com](mailto:info@ccp-networks.com)).

### **New Zealand Regulatory Requirements**

This Entitlement Offer to New Zealand investors is a regulated rights issue made under Australian and New Zealand Law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations.

In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings - Australia) Regulations 2008. This Rights Issue and the content of the

## Entitlement Offer Prospectus

offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Australian Regulations set out how the Rights Issue must be made.

There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this Rights Issue. If you receive this Offer in New Zealand and need to make a complaint about this Rights Issue, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain as to whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial advisor.

The Entitlement Issue may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the securities are able to be traded on a financial market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from markets that operate in New Zealand.

# Entitlement Offer Prospectus

## Other countries

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law, and persons outside Australia and New Zealand who come into possession of this Prospectus should seek advice on, and observe any, such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Shares or the Rights Issue or otherwise to permit a public offering of the securities in any jurisdiction outside Australia and New Zealand. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA. Any person accessing the electronic version of this Prospectus for the purpose of investing in the Company must only access it from within Australia or New Zealand.

## 7.8 Disclaimer of responsibility

The party referred to in Section 7.4:

- (a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties, other than as specified in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

## 7.9 Directors' consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each of the Directors of CCP Technologies Limited has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act and have not withdrawn that consent.

# Entitlement Offer Prospectus

Dated: 18 October 2019

A handwritten signature in black ink, appearing to read 'L Nicholson', written over a horizontal dotted line.

**Leath Nicholson**  
**Chairman**  
**CCP Technologies Limited**

## Section 8: Definitions

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**\$** means an Australian dollar unless otherwise stated.

**AEDT** means Australian Eastern Daylight Time.

**Application Money** means money received from Shareholders in respect of New Shares.

**Applicants** means Shareholder who complete and submit an Entitlement and Acceptance Form in accordance with the terms of this Prospectus.

**Application** means an Entitlement and Acceptance Form submitted in accordance with the terms of this Prospectus.

**ASIC** means Australian Securities and Investments Commission.

**ASTC** means ASX Settlement Corporation Pty Limited ACN 008 504 532.

**ASTC Settlement Rules** means the operating rules of the ASTC and, to the extent that they are applicable, the operating rules of ASX and the operating rules of Australian Clearing House Pty Limited ACN 008 610 660.

**ASX** means ASX Limited ACN 008 624 691.

**Board** means the board of Directors as constituted from time to time, unless the context indicates otherwise.

**CCP** means the Company and CCP Technologies Limited ACN 009 213 754.

**CCP products and services** means the hardware and software solutions and development services that the Company offers for sale.

**CHES** means ASX Settlements Electronic Subregistry System.

**Closing Date** is defined in the Timetable.

**Company** means CCP Technologies Limited ACN 009 213 754 and its subsidiaries.

**Constitution** means the Company's constitution.

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

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

**Directors** mean the directors of the Company in office at the date of this Prospectus.

# Entitlement Offer Prospectus

**Eligible Shareholder** means a Shareholder on the register of members of the Company on the Record Date and who is not an Ineligible Shareholder.

**Entitlement** means the entitlement of an Eligible Shareholder to subscribe for one (1) New Share for every one (1) Share held at the Record Date pursuant to the Entitlement Offer.

**Entitlement Offer** means the offer made under this Prospectus in respect of a pro-rata issue of Shares at an offer price of \$0.007 per New Share on the basis of one (1) New Share for every one (1) Share held by Eligible Shareholders.

**Entitlement and Acceptance Form** means the Entitlement and acceptance form either attached to or accompanying this Prospectus.

**GST** means any tax, levy, charge or impost implemented under the A New Tax System (Goods and Services Tax) Act 1999 (Cth) (Act) or an act of the Parliament of the Commonwealth of Australia substantially in the form of, or which has a similar effect to, the Act.

**Ineligible Shareholder** a person will be an Ineligible Shareholder if that person has a registered address which is not in Australia or New Zealand.

**IoT** means Internet of Things.

**Listing Rules** means the official listing rules of the ASX.

**New Shares** means a Share offered for subscription on the basis of, and under the terms of, the Entitlement Offer.

**Official Quotation** means official quotation by the ASX in accordance with the Listing Rules.

**Option** means one (1) free attaching option for everyone (1) New Share acquired under the Entitlement Offer with an exercise price of one point five cents each (\$0.015) which may be exercised within a period of three years from the date of issue of the option.

**Prospectus** means the prospectus constituted by this document.

**Record Date** means Thursday, 24 October 2019.

**Section** refers to a section in this Prospectus.

**Share** means one fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Advanced Share Registry Limited ACN 127 175 946.

**Timetable** means the timetable at the front of this Prospectus.