

Dear Bluechiip Shareholder

Bluechiip Limited – Share Purchase Plan

1. Introduction

On behalf of the Directors of Bluechiip Limited ABN 79 104 795 922 (**Bluechiip**), I am pleased to offer Eligible Shareholders (as described in Section 3 of the enclosed Terms and Conditions) the opportunity to participate in the Bluechiip Share Purchase Plan (**SPP**).

The launch of the SPP follows the recent announcement by Bluechiip of a \$4.6 million equity placement. Bluechiip is committed to ensuring its loyal shareholders also have the opportunity to acquire shares at the same price as participants in the placement.

Pursuant to the SPP, Eligible Shareholders may apply to purchase up to A\$30,000 worth of new fully paid ordinary shares in Bluechiip (**New Shares**) (subject to any scale back) at an issue price of 15 cents per New Share (**Issue Price**) without paying brokerage or other transaction costs. The Issue Price is the same price paid by investors in the placement announced to ASX on 24 October 2019 and represents a discount of 6.4% to the volume weighted average price of fully paid ordinary shares (**Shares**), calculated over the last 15 days on which sales of Shares were recorded on ASX before the day on which the SPP was announced.

A brief snapshot of the SPP is set out below. Full details in relation to the SPP are set out in the enclosed Terms and Conditions and Application Form.

2. Purpose of SPP and Use of Funds

The funds raised from the SPP will be used as follows:

- Working capital for chip production;
- R&D including investment in scaling efficiency and quality of Bluechiip chips;
- Continued general working capital; and
- Operating overheads.

3. Summary of Key Details

Key details in relation to the SPP are summarised below:

Offer to Eligible Shareholders only: The offer under the SPP to subscribe for New Shares is only open to Eligible Shareholders:

- who were registered as holders of fully paid ordinary shares in Bluechiip (**Shares**) as at 7.00pm AEDT on 23 October 2019 (**Record Date**); and
- whose registered address, as recorded in Bluechiip's register of members, is in Australia or New Zealand (**Eligible Shareholders**).

Optional, but not transferable: Participation in the SPP is optional, but the right of Eligible Shareholders to participate in the SPP is not transferable.

Issue price: Eligible Shareholders may subscribe for New Shares at an issue price of 15 cents (A\$0.15) per New Share, which represents a discount of 6.4% to the 15-day volume-weighted average price up to and including 23 October 2019.

Minimum and maximum amounts: The minimum application is for 13,333 shares for an aggregate subscription price of \$2,000 and in increments of A\$1000 parcels thereafter.

Applications can be made up to the \$30,000 limit (i.e. a maximum of 200,000 shares)

If you have two or more registered holdings of Shares, the total of all your applications must not exceed A\$30,000. Bluechiip reserves the right to decline applications from multiple registered holdings if the total exceeds A\$30,000, including where those registered holdings are in similar, but not identical names, are held directly or indirectly, or are held alone or with others.

Scale back and oversubscriptions: Bluechiip reserve the right to scale back applications and notes that the maximum number of New Shares which may be issued under the SPP as permitted by the ASX Listing Rules is 30% of the pre SPP offer issued capital. In the event that Bluechiip elects to scale back applications, the Board currently intends to base the scale back on each applicant's shareholding as at the Record Date, although the exact scale back method will be at the Board's discretion. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied, and the difference will be refunded to you without interest.

Subject to any scale back of applications, the allocation of New Shares will be at the absolute discretion of the Directors from time to time - the Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the SPP, or no New Shares, in its absolute discretion or if the Company believes it is not permitted to issue the New Shares as a result of any law or ASX Listing Rule.

Application procedure: The SPP opens on 30 October 2019 and closes at 5.00pm (AEDT) on 15 November 2019. To apply for New Shares under the SPP, Eligible Shareholders may either:

- Complete and return their enclosed Application Form in accordance with the details on the form, together with a cheque, bank draft or money order drawn on an Australian bank in Australian dollars so that they are received by no later than 5.00pm (AEDT) on 15 November 2019; or
- Pay directly via BPAY® on the internet or by telephone (for shareholders with an eligible Australian bank account only) so that the funds are received by no later than 5.00pm (AEDT) on 15 November 2019. 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.

Full details of the SPP are set out in the enclosed Terms and Conditions and Application Form.

4. Additional Information

You should be aware that the market price of Shares on ASX may rise and fall between the date of the SPP offer and the date that the New Shares are issued under the SPP. This means that the price you pay per New Share under the SPP may be either higher or lower than the price of shares in Bluechiip at the date of this offer. If the market price of Shares is lower than the Issue Price after the allotment date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

There can be no certainty that New Shares will trade at or above the Issue Price following completion of the SPP.

The SPP does not take into account the individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

The SPP may be changed, suspended or terminated by the Company at any time.

I encourage you to read and consider the enclosed Terms and Conditions, as you will be bound by them if you apply for New Shares under the SPP.

Yours sincerely



Iain Kirkwood
Chairman

Bluechiip Limited

ACN 104 795 922

Share Purchase Plan (SPP)

Terms and Conditions

Indicative Timetable*

Record Date	23 October 2019
Announcement of Share Purchase Plan	24 October 2019
Despatch of Offer and Application Forms to Eligible Shareholders	30 October 2019
Share Purchase Plan Offer Opens	30 October 2019
Share Purchase Plan Offer Closes	15 November 2019
Allotment and Issue of Shares	20 November 2019
Despatch of Holding Statements	21 November 2019
Quotation of Shares on ASX	22 November 2019

**The above dates are indicative only. The directors reserve the right to modify any of the above dates in their discretion, subject to the ASX Listing Rules. The commencement of trading of New Shares is subject to confirmation from ASX.*

IMPORTANT NOTICES

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

If you apply to participate in the Offer by making a BPAY® payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the date New Shares are issued to you under the Offer. This means it is possible that, up to or after the issue date, you may be able to buy Shares at a lower price than the Issue Price under the Share Purchase Plan. If the market price of Shares is lower than the Issue Price after the allotment date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Before making a decision whether or not to subscribe for New Shares in the Share Purchase Plan, you should consult your financial or other professional adviser. The offer contained in this document is not a recommendation to purchase New Shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

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

Bluechiip recommends that, prior to investing, you monitor its announcements and the Share price, which can be found on its website at www.bluechiip.com and on the ASX website at www.asx.com.au (ASX code: BCT).

If you have any questions about the Share Purchase Plan after reading this document, please call Bluechiip's Share Registry (Automatic Registry Services) on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia). The distribution of this document (including electronic copies) outside Australia and New Zealand may be restricted by law.

Frequently asked questions

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

Question	Answer
What is the Offer?	The Offer enables Eligible Shareholders to apply to purchase up to A\$30,000 worth of ordinary shares in Bluechiip without paying any brokerage or other charges. Applications may be scaled back at the absolute discretion of Bluechiip.
Am I eligible to participate?	<p>You are eligible to participate if you fulfill the criteria set out in Section 3 of the Terms and Conditions.</p> <p>You must have been a holder of Bluechiip shares at 7.00pm (Sydney time) on 23 October 2019 (Record Date) and your registered address must be in Australia or New Zealand.</p> <p>If you are a nominee or custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to A\$30,000 worth of shares on behalf of each beneficial holder, subject to complying with the criteria set out in Section 13 of the Terms and Conditions.</p>
Do I have to participate?	<p>Participation is optional.</p> <p>If you do not wish to participate in the Offer, no action is required on your part.</p>
Can I transfer my entitlement?	No. You cannot transfer your right to purchase shares under the Offer to anyone else.
How do I apply?	<p>To apply for shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY®</p> <p>Make payment by BPAY® as shown on the Application Form. Eligible Shareholders based outside Australia cannot apply using BPAY® unless they have an Australian bank account.</p> <p>Option 2: Pay by cheque or money order</p> <p>Complete and return the enclosed Application Form together with a cheque or money order made payable to "Bluechiip Limited" as shown on the Application Form. The Form and payment should be sent to Automic Registry Services, GPO Box 5193 Sydney NSW 2000.</p>
What is the maximum investment for each shareholder?	The maximum investment for each shareholder is A\$30,000. Applications may be scaled back at the absolute discretion of Bluechiip.
How was the Offer Price determined?	The Offer Price is fifteen cents (\$0.15) per New Share being the same price paid by investors in the placement announced to ASX on 24 October 2019. This price is a 6.4% discount to the volume weighted average market price of Shares in the Company calculated over the last 15 days on which sales in the Shares were recorded on the ASX, ending on the Record Date.
How many Shares will I receive?	<p>You may apply for a parcel of New Shares under the Offer with one of the amounts referred to in Section 6 of the Terms and Conditions.</p> <p>In the absence of any scale back, the number of New Shares you will receive will be calculated by dividing that application amount by the Offer Price, with any resulting fractions of a New Share being rounded down to the nearest whole number of New Shares.</p> <p>Details of the Offer Price are set out above and in Section 5 of the Terms and Conditions.</p> <p>If Bluechiip, in its discretion, undertakes a scale back of applications for New Shares, you may receive significantly less than the parcel of New Shares for which you have applied. In this event, excess funds will be returned to applicants without interest.</p>
When will I receive my shares?	New Shares will be allotted on or about 20 November 2019 (Allotment Date). Holding statements are expected to be dispatched by 21 November 2019.
When can I trade	Subject to confirmation from ASX, you can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back you should confirm your holding

allocated shares?	on or after the Allotment Date before trading any New Shares you believe you have acquired under the Offer. You can confirm your total holding of Shares by contacting the Registry from 8.30am to 5.00pm Monday to Friday on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).
Where can I get more information about the SPP?	If you have any questions regarding the operation of the SPP, please contact Bluechiip's Share Registry, Automic Registry Services at: mailto:hello@automic.com.au or on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia)
Scale back	<p>The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000.</p> <p>Bluechiip may, at its absolute discretion, scale back the number of SPP Shares that will be allotted to individual Shareholders under this SPP.</p> <p>In the event that a scale back methodology is used, Bluechiip intends to base the scale back on each applicant's shareholding as at the Record Date, although the exact scale back method will be at the Board's discretion. See section 9 for further details.</p>
What costs are associated with the SPP?	There are no brokerage, commission or other transaction costs payable by you when you apply for, or are issued with, New Shares.

Bluechip Limited Share Purchase Plan – Terms and Conditions

1. OFFER

This is an offer to Eligible Shareholders of Bluechip Limited (**Company**) to purchase up to \$30,000 of additional fully paid ordinary shares in the Company (**New Shares**) without incurring brokerage or additional charges.

Please read these Terms and Conditions relating to the SPP, as you will be bound by them by participating in the SPP.

The SPP opens on 30 October 2019 and closes at 5:00pm (AEDT) on 15 November 2019.

The SPP Offer is non-renounceable. The SPP Offer to each Eligible Shareholder is made on the same terms and conditions.

The SPP is not underwritten.

2. CLASS ORDER 2019/547

The offer of New Shares under the SPP has been structured to comply with the Australian Securities and Investments Commission Class Order 2019/547 (as may be amended from time to time) (**ASIC Class Order 2019/547**) to enable the Company to issue New Shares without a prospectus.

3. ELIGIBILITY

You will be eligible to participate in the SPP if:

- you are a holder of Shares at 7.00 pm (AEDT) on 23 October 2019 (**Record Date**); and
- your address in the Company's share register as at the Record Date is in either Australia or New Zealand.

The Offer to each Eligible Shareholder is made on the same terms and conditions, irrespective of the number of Shares they hold on the Record Date.

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

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

4. PARTICIPATION

Single holders

If you are the only registered holder of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for up to \$30,000 worth of Shares in aggregate.

Joint holders

If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, whether those joint holdings be in the same registered name of the joint holding, or as an individual holder, the joint holders may only apply for a maximum parcel of \$30,000 worth of Shares.

Custodians, trustees and nominees

If you are a Custodian and hold Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**), you may apply for a maximum of \$30,000 worth of Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate - see Section 13.

If you hold Shares as a trustee or nominee for another person,

but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holders (as above) will apply.

If you hold Shares as a Custodian for joint holders:

- the \$30,000 limit applies jointly in relation to those persons as if the Custodian holds the Shares on behalf of a single person; and
- where the terms on which the Shares are held do not cover the giving of instructions of this kind - the Custodian has received such an instruction from any of those persons.

Custodians should contact Bluechip's Share Registry, Automic Registry Services, at <mailto:hello@automic.com.au> or on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) for the custodian certificate required under these SPP terms and conditions.

5. PRICING OF SHARES UNDER THE SPP

The SPP Offer Price for New Shares issued through the SPP will be \$0.15 per New Share (**Issue Price**), being the same price paid by investors in the placement announced to ASX on 24 October 2019, equating to a 6.4% discount to the volume weighted average price over the fifteen trading days immediately preceding the date on which the SPP was announced.

Before deciding whether to accept the Offer, you should refer to the current Share price, which can be obtained from the financial pages of your daily newspaper, your stockbroker, your financial adviser, or the ASX by searching the Company's code/ticker: BCT. Please note that the Share price may rise or fall between the date of this Offer and the date when the New Shares are issued to you under the SPP. This means that the price you pay per New Share under this Offer may be greater than or less than the Share price at the time the New Shares are issued to you pursuant to this Offer. If the market price of Shares is lower than the Issue Price after the Allotment Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

There can be no certainty that New Shares will trade at or above the Issue Price following completion of the Offer.

In determining whether you wish to participate in this Offer and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your own circumstances.

6. SHARES OFFERED

Eligible Shareholders may apply for a maximum of \$30,000 worth of New Shares under the SPP. The minimum application is for 13,333 New Shares for an aggregate subscription price of \$2,000, and in increments of A\$1,000 thereafter. Applications can be made up to the \$30,000 limit (i.e. a maximum of 200,000 shares).

The A\$30,000 limit applies irrespective of the number of Bluechip Shares you hold on the Record Date.

Please note that the maximum of A\$30,000 applies to you even if you receive more than one Offer from the Company. For example, if you are both a sole and a joint shareholder of the Company as at the Record Date, you can only apply for, in aggregate, a maximum of A\$30,000 worth of New Shares. See Section 4.

No fractions of Shares will be issued. The number of New Shares to be issued to you will be calculated by dividing the aggregate application money that you pay in applying for New Shares by the issue price of A\$0.15, then rounding down to the nearest whole number.

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

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

8. RIGHTS ATTACHED TO NEW SHARES

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

9. SCALE BACK

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

When determining any Scale Back or rejection of applications, Bluechiip may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or purchased additional Shares after the Record Date, whether the applicant has multiple registered holdings and the date an application was made. Eligible Shareholders are, therefore, encouraged to submit their applications early.

All fractional entitlements on a scale back will be rounded down to the next whole Share. If applications are scaled back, the Company will refund the balance of application monies, without interest, following allotment by way of direct credit to your nominated account (as recorded with the Registry) or by cheque to the applicant's registered address.

10. REFUNDS

If no scale back is applied to your Application, your allocation of New Shares will be rounded down to the nearest whole number of Shares. Any difference between the value of the New Shares you are issued (calculated using the Issue Price) and the Application money you paid will be treated as follows:

- a) If the difference is less than \$2.00, it will be donated to a charity or charities nominated by Bluechiip; and
- b) If the difference is \$2.00 or more, it will be refunded to you without interest.

11. APPLYING FOR SHARES UNDER THE SPP

- a) If you want to participate in this Offer, please carefully read the Terms and Conditions relating to the Offer.
- b) Once an application has been made it cannot be revoked.

If your payment is to be by cheque, bank draft or money order

- c) Complete all the required details in the enclosed Application Form, noting that all amounts are expressed in Australian dollars:
 - i. Enter the exact number of New Shares you want to subscribe for, noting that the minimum number of New Shares is 13,333 and the maximum number of New Shares is 200,000.
 - ii. Enter the amount payable (in Australian dollars), as set out in section 6 above (being the number of New Shares subscribed for by multiplied by the price per Share of A\$0.15).
 - iii. Complete the cheque details section and ensure that the "Amount" section corresponds to the exact amount payable for the New Shares you wish to subscribe for. Remember, the minimum is A\$2,000 worth of New Shares and the maximum is A\$30,000 worth of New Shares.
 - iv. Insert your telephone contact numbers so that we may contact you if necessary.
 - v. You do not need to sign the Application Form.
- d) Ensure your cheque, bank draft or money order is made out for the exact amount of the New Shares you want to apply for, payable to "Bluechiip Limited" and cheques crossed "Not Negotiable".
- e) Return the completed Application Form, together with the cheque, bank draft or money order to Automic Registry Services in the enclosed reply-paid envelope or to:

**Automic Registry Services
GPO Box 5193 Sydney NSW 2000**

If your payment is to be made using BPAY®

- f) If you are making a BPAY payment, you do not need to return the Application Form. You can simply make a payment using BPAY® in accordance with the instructions on the Application Form. Please ensure that the amount paid by BPAY is the exact amount payable for the New Shares you wish to apply for. If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the eligible shareholder to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Application Form (which includes the Biller Code and your unique Customer Reference Number) and you will not need to return the Application Form.
- g) If paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on your Application Form. If you receive more than one personalised Application Form, you will need to complete individual BPAY® transactions using the Customer Reference Number specific to each individual personalised Application Form that you receive. The maximum investment any shareholder may apply for will remain A\$30,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the same shareholder has more than one holding under a separate account).
- h) Ensure that your completed Application Form and payment reach Automic Registry Services by the closing date of the Offer being no later than 5.00pm AEDT time on 15 November 2019. No late applications will be accepted, although the Directors reserve the right to extend the closing date.

In determining whether you wish to participate in this Offer you should seek personal financial and/or taxation advice referable to your own circumstances.

Once an application has been made, it cannot be revoked. No notice of acceptance of the application will be provided.

Bluechiip and its officers and agents may accept or reject your application for New Shares in whole or in part at their discretion including, without limitation, if:

- a) your application does not comply with these terms and conditions;
- b) it appears you are not an Eligible Shareholder;
- c) your Application Form and cheque or BPAY payment is not received by the Registry by the Closing Date;
- d) if paying by cheque, your Application Form is incomplete or incorrectly completed or is otherwise determined by Bluechiip to be invalid;
- e) If your details submitted online are incomplete, or incorrectly completed or are otherwise determined by Bluechiip to be invalid;
- f) your cheque is dishonoured or has been incorrectly completed;
- g) Bluechiip believes that you are applying to purchase more than \$30,000 worth of New Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount in a \$1,000 increment;
- h) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian financial institution; or
- i) the amount of your cheque or your BPAY payment is not equal to the amount of your application, in which event Bluechiip will:
 - i. refund in full your application monies and not allot any New Shares to you; or
 - ii. allot to you the number of New Shares that would have been

allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.

12. CERTIFICATION BY ELIGIBLE SHAREHOLDERS

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

- a) you are an Eligible Shareholder, as defined in Section 3;
- b) you have read, understood and agree to be bound by the terms and conditions of the SPP and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- c) your application is irrevocable and unconditional;
- d) you agree to be bound by the terms of the Company's constitution;
- e) acknowledge that the market price of Shares may rise or fall between the date of this Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date;
- f) you agree that the aggregate of the application price for the following does not exceed \$30,000:
 - i. the New Shares the subject of the application;
 - ii. any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - iii. any other New Shares that you have instructed a Custodian to acquire on your behalf under the SPP; and
 - iv. any other Shares that have been issued to a Custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP.
- (f) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- (g) you acknowledge that no interest will be paid on any application monies held pending the allotment of the New Shares refunded to you for any reason;
- (h) you acknowledge that the Company and the Registry have not provided any investment advice or financial product advice, and that none of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
- (i) you acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in the SPP;
- (j) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act of 1933 or the securities law of any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws. You may sell your New Shares in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States;
- (k) you agree not to send the SPP or any other material relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;
- (l) you authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- (m) you acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;

(n) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque or money order for payment that is dishonoured; and

(o) if two or more persons are recorded in the Company's register of members as jointly holding Shares or interest in the Company, they are taken to be a single registered holder and a certification given by any of them is taken to be a certification given by all of them.

13. CERTIFICATION BY CUSTODIANS

If on the Record Date you are a custodian within the definition of "custodian" in ASIC Class Order 2019/547 (**Custodian**) and hold Shares on behalf of one or more persons (each a **Participating Beneficiary**), you may apply for up to a maximum of A\$30,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to the Company on application for New Shares pursuant to the Offer certifying the following:

- (a) either or both of the following:
 - i. that the Custodian holds Shares on behalf of one or more other persons (**Participating Beneficiaries**) that are not Custodians; and
 - ii. that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one of more other persons (each a **Participating Beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

 - iii. where paragraph 13(a)(i) applies - the Custodian; and
 - iv. where paragraph 13(a)(ii) applies - the Downstream Custodian,

to apply for New Shares on their behalf under the SPP;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - i. where paragraph 13(a)(i) applies - the number of Shares that the Custodian holds on their behalf; and
 - ii. where paragraph 13(a)(ii) applies - the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - i. where paragraph 13(a)(i) applies - the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - ii. where paragraph 13(a)(ii) applies - the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$30,000:
 - i. the New Shares applied for by the Custodian on their behalf under the SPP with the instructions referred to in paragraph 13(e); and
 - ii. any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (g) that a copy of this Offer document was given to each Participating Beneficiary; and
- (h) where paragraph 13(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a certificate under this paragraph 13, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

For the purpose of ASIC Class Order [CO 2019/547], you are a Custodian if you are a registered holder of Shares:

- (a) that holds an Australian financial services licence that:
 - i. covers the provision of a custodial or depositary service; or
 - ii. covers the operation of an IDPS (as defined in ASIC Class Order [CO 13/763]) or is a responsible entity of an IDPS-like scheme (as defined in [CO 13/762]); or
- (b) that is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service;
- (c) that is a trustee of a:
 - i. self-managed superannuation fund; or
 - ii. superannuation master trust; or
- (d) that is the registered holder of Shares and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in Section 4 apply.

Custodians wishing to apply on behalf of one or more Participating Beneficiaries need to provide a custodian certificate which complies with the requirements of ASIC Class Order [CO 2019/547] to the Company (**Custodian Certificate**). Please contact Bluechiip's share registry, Automic Registry Services, at <mailto:hello@automic.com.au> or on 1300 288 664 to obtain a copy of the Custodian Certificate.

14. ADDITIONAL TERMS OF THIS SPP

The requirements of the Australian Securities and Investments Commission's Class Order CO 2019/547 are incorporated into this SPP.

The Board reserves the right at any time to:

- a) amend or vary these terms and conditions;
- b) waive strict compliance with any provision of these terms and conditions;
- c) withdraw the SPP or suspend or terminate the SPP;
- d) vary the timetable for the SPP, including the Closing Date; and
- e) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries).

If the SPP is withdrawn or terminated, all application monies will be refunded without interest.

15. RISKS

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

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

will be less than what you paid for them.

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

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

16. CONSIDER OBTAINING FINANCIAL ADVICE

The offer to purchase New Shares under the SPP is not a recommendation to purchase New Shares. You should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP.

Nothing in this SPP, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.

17. NEW ZEALAND

The New Shares are not being offered or sold to the public in New Zealand other than to existing shareholders of Bluechiip with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This Booklet has not been registered, filed or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians may not distribute any part of this Booklet, and may not permit any beneficial shareholder to participate in the SPP, in any country outside Australia and New Zealand except, with the consent of the Company, to beneficial shareholders resident in any other country where the Company may determine it is lawful and practical to offer participation in the SPP.

18. UNITED STATES

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

19. DISPUTE RESOLUTION

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

20. WAIVER, AMENDMENT, SUSPENSION AND WITHDRAWAL

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

21. UNDERWRITING

The Offer is not underwritten.

22. PRIVACY

Bluechiip values your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Bluechiip and the Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of personal information about you. Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

Bluechiip and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers), technology providers and professional advisers, related entities of Bluechiip and its agents and contractors, as well as ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas where such personal information may not receive the same level of protection as under Australian law.

23. QUERIES

If you have any queries concerning the SPP, please contact Automic at <mailto:hello@automic.com.au> or on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

24. GLOSSARY

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

ASIC means the Australian Securities and Investments Commission.

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

Board means the Board of Directors of Bluechiip Limited.

Custodian is defined in Section 13.

Custodian Certificate means the certificate referred to in clause 1.

Closing Date means 15 November 2019.

Company or Bluechiip means Bluechiip Limited ACN 104 795 922.

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

Eligible Shareholder means a person who is eligible to participate in the SPP in accordance with Section 3 of the terms and conditions.

New Shares means the new Shares offered under the SPP.

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

Record Date means 7.00pm (AEDT) 23 October 2019.

Registry means Automic Pty Ltd

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

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

Shares means fully paid ordinary shares in the Company.

Terms and Conditions means the terms and conditions of this SPP Offer as set out in this offer document.

VWAP means volume weighted average price.

[EntityRegistrationDetailsLine1Envelope]
 [EntityRegistrationDetailsLine2Envelope]
 [EntityRegistrationDetailsLine3Envelope]
 [EntityRegistrationDetailsLine4Envelope]
 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: BCT

Record Date: 7.00 p.m. (AEDT) on 23 October 2019

Minimum value available to purchase: \$2,000

Maximum value available to purchase: \$30,000

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: CLOSING DATE 5.00PM ON 15 NOVEMBER 2019 (UNLESS VARIED)

1: SELECT THE VALUE OF SHARES APPLIED FOR

I/We being registered as the holder of Ordinary Shares in Bluechiip Limited as at the above record date, do hereby apply for the New Ordinary Shares in Bluechiip Limited as indicated below at the Offer Price of **fifteen cents (\$0.15) per New Share** in accordance with the Terms and Conditions of the Bluechiip Limited Share Purchase Plan that accompanies this Application Form.

OFFER DETAILS (PLEASE SELECT ONE OPTION BELOW):

Offer A	<input type="checkbox"/>	A\$2,000	Minimum Value (13,333 New Shares)	Offer D	<input type="checkbox"/>	A\$20,000	
Offer B	<input type="checkbox"/>	A\$5,000		Offer E	<input type="checkbox"/>	A\$30,000	Maximum Value (200,000 New Shares)
Offer C	<input type="checkbox"/>	A\$10,000		Offer F	<input type="checkbox"/>	A\$_____	Other – You may apply for New Shares in A\$1,000 increments between the minimum and maximum subscriptions

The number of New Shares to be issued to you will be calculated by dividing the aggregate application money that you pay in applying for New Shares by the issue price of A\$0.15, then rounding down to the nearest whole number.

2: MAKE YOUR PAYMENT

Payment by BPAY



Biller Code: 235812

Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

Payment by Cheque

Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Bluechiip Limited" and crossed "Not Negotiable". Return your cheque and this application form to: Automic Group, GPO Box 5193 Sydney NSW 2001 by Closing Date.

Cheque Number

BSB

Account Number

3: PROVIDE YOUR CONTACT DETAILS

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Offer under the Share Purchase Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the Company as at the record date and whose address is in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported application, the Company will return to the Shareholder the relevant application monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Select the Value of Shares Applied For

Select the value of New Shares you wish to apply for by placing an "X" alongside the dollar value of your choice and in the case of choosing Box "F", please insert the dollar value of Shares you wish to subscribe for (between \$1,000 and \$30,000 that is a multiple of \$1,000). You can only indicate one choice. Should you indicate more than one choice then it will be at the discretion of the company as to which dollar value you will be deemed to have selected.

2 Payment Options

Payment by BPAY: You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight).

It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such shares for which you have paid.

Payment by Cheque: Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Bluechiip Limited" and crossed "Not Negotiable". Please ensure sufficient funds are held in your account. If you provide a cheque for an incorrect amount the Company may treat you as applying for as many New Shares as your cheque will pay for.

Your cheque and this application form must be received by Automic Group by 5.00pm AEDT on 15 November 2019.

BY MAIL Bluechiip Limited SPP C/- Automic Group GPO Box 5193 Sydney NSW 2001	BY HAND DELIVERY (Sydney office hours 9:00am – 5:00pm AEDT) Bluechiip Limited SPP C/- Automic Group Level 5 126 Phillip Street Sydney NSW 2000
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3 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm AEDT. We may use this email* or number to contact you regarding your acceptance of the Shares, if necessary.

IMPORTANT INFORMATION

- This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
- If you do not wish to purchase shares under the Share Purchase Plan, there is no need to take action.
- Please ensure you have read and understood the terms and conditions of the Share Purchase Plan in the Share Purchase Plan Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY®.
- The offer for shares under the Share Purchase Plan is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
- If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional schedule that contains further certifications and details (**Schedule**) that must be provided before your application will be received. The Schedule can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Schedule will be rejected.
- For applicants that are not required to complete the Schedule, by making payment by BPAY®, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan or any other similar arrangement in the 12 months prior to making payment by BPAY® does not exceed A\$30,000.
- The maximum subscription limitation of \$30,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the applicant has more than one holding under separate security accounts).
- The Company reserves the right to make amendments to this Application Form where appropriate.
- Applicants are not assured of receiving the shares for which they have applied as the Company may scale back applications in its discretion.
- By making payment of application monies, you certify that:
 - you wish to apply for shares under the Share Purchase Plan as indicated on this Application Form;
 - you have read and understood the terms and conditions of the Share Purchase Plan;
 - you agree to be bound by the Constitution of the Company and the terms and conditions of the Share Purchase Plan;
 - you agree to accept any lesser number of shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

***By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible)**

**If you require further information about the Offer, please contact Automic on 1300 288 664
between 9:00am and 5:00pm (AEDT).**