

# THREAT PROTECT AUSTRALIA LIMITED

ACN 060 774 227

## Prospectus

### Entitlement Offer

For a renounceable, pro rata entitlement offer of Shares at an issue price of \$0.25 each on the basis of 1 New Share for every 6 Shares held by Eligible Shareholders at the Record Date to raise up to approximately \$5,444,968 before costs ("**Entitlement Offer**" or "**Offer**").

### Underwriting

The Entitlement Offer is fully underwritten by First Samuel Limited.

### IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this Prospectus and on the accompanying Acceptance Forms regarding acceptance of the Offer. If you do not understand this document you should consult your stockbroker, lawyer, accountant or other professional adviser without delay. The New Shares offered under this Prospectus should be considered speculative.

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# IMPORTANT INFORMATION

## General

The Prospectus is dated 5 March 2019 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

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

Within 7 days of the date of this Prospectus, the Company will make an application to ASX for the New Shares offered pursuant to this Prospectus to be admitted for quotation on ASX. No securities will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

## Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at [www.threatprotect.com.au](http://www.threatprotect.com.au). Applications cannot be made online. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

## Applications for New Shares

Please read the instructions in Section 3.5 and on the accompanying Acceptance Forms regarding acceptance of the Offers.

By returning a completed Offer Acceptance Form, making a payment for New Shares by BPAY®, or otherwise applying for New Shares in accordance with the instructions on the Offer Acceptance Form, the applicant acknowledges that it has received and read this Prospectus, has acted in accordance with the terms of the Offers, agrees to all of the terms and conditions set out in this Prospectus and makes the statements set out in the Offer Acceptance Form.

## Risk factors

Before deciding to invest in the Company, Eligible Shareholders should read the entire Prospectus. In considering the prospects for the Company, Eligible Shareholders should consider the assumptions underlying the prospective financial information and the risk factors set out in Section 5 that could affect the performance of the Company. Eligible Shareholders should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

## Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at [www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Eligible Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision on whether or not to invest in the Company.

## Offer restrictions

The offers of New Shares made pursuant to this Prospectus are not made to persons to which, or in places in which, it would not be lawful to make such an offer of New Shares. No action has been taken to register the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

## Representations

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offer.

### **Forward-looking statements**

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will

actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

### **Interpretation**

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 8.

All references in this Prospectus to \$, AUD or dollars are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

# CORPORATE DIRECTORY

## Directors

Derek La Ferla (Non-Executive Chairman)  
Demetrios Pynes (Managing Director)  
Paolo Ferrara (Executive Director)  
Dimitri Bacopanos (Non-Executive Director)

## Company Secretary

Simon Whybrow

## Registered Office

Level 1, 672 Murray Street  
West Perth WA 6005

## Share Registry

Link Market Services Limited  
Level 12 QV1 Building  
250 St Georges Terrace  
Perth WA 6000

## Auditor (for information purposes only)

BDO Audit (WA) Pty Ltd  
38 Station Street  
Subiaco WA 6008

## Legal Adviser

Price Sierakowski Corporate  
Level 24, 44 St Georges Terrace  
Perth WA 6000

## ASX Code

TPS

## Website

[www.threatprotect.com.au](http://www.threatprotect.com.au)

## 1. TIMETABLE

The timetable for the Offer is as follows:

Event	Date
Announcement of Offer, Appendix 3B and Prospectus lodged with ASX, notice sent to Option Holders	5 March 2019
Notice sent to Shareholders	6 March 2019
'Ex' date <sup>1</sup>	7 March 2019
Record Date (5.00pm (WST)) <sup>2</sup>	8 March 2019
Prospectus sent to Eligible Shareholders and announcement of issue of the Prospectus	11 March 2019
Opening Date	11 March 2019
Rights trading ends	13 March 2019
Deferred settlement trading commences	14 March 2019
Closing Date (5.00pm (WST))	20 March 2019
ASX notified of any under-subscriptions	25 March 2019
Issue of New Shares and deferred settlement trading ends	27 March 2019
Issue of holding statements and commencement of trading of New Shares	28 March 2019

**Note:**

All dates (other than the date of lodgment of the Prospectus with ASX and ASIC) are indicative only. The Company reserves the right, subject to the Corporations Act, the ASX Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer, including extending the Closing Dates or accepting late acceptances, either generally or in particular cases, without notice.

## 2. DETAILS OF THE OFFER

### 2.1 Structure of the Offer

The Company is undertaking a renounceable, pro rata entitlement offer of Shares at an issue price of \$0.25 each on the basis of 1 New Share for every 6 Shares held by Eligible Shareholders at the Record Date to raise up to approximately \$5,444,968 before costs. Entitlements under the Offer will be rounded down to the nearest whole number.

The New Shares issued pursuant to the Offer will be fully paid ordinary shares and will rank equally in all respects with existing Shares on issue. A summary of the rights and liabilities attaching to Shares are set out in Section 6.3.

Eligible Shareholders are being sent this Prospectus together with a personalised original Entitlement and Acceptance Form and are invited to apply for New Shares. The Offer opens on 11 March 2019 and closes at 5.00pm (WST) on 20 March 2019.

The Offer is fully underwritten by First Samuel Limited (see Section 6.4 for further details).

### 2.2 Purpose of the Offer

As recently announced to the market on 4 March 2019, the Company has entered into a \$36 million Note Subscription Agreement (**Soliton Debt Facility**) arranged by Soliton Capital Partners Pty Ltd and subscribed to by Investment Opportunities IV Pte. Ltd., a Singapore-based subsidiary of SSG Capital Management, to facilitate the acquisition of Onwatch Pty Ltd (**Onwatch**) and refinance the Company's existing debt arrangements (**Transaction**).

Onwatch is an Eastern States based security monitoring and alarm business established in 2005 which has approximately 29,000 accounts of which 18,000 are via direct relationship and the balance are serviced by 158 resellers. The proposed acquisition of Onwatch will further diversify the Company's monitoring client base, with strong exposure in New South Wales and Victoria.

The Soliton Debt Facility is conditional on, among other conditions considered standard for financing agreements of this nature, the Company completing an equity capital raise. Accordingly, the purposes of this Offer is to raise approximately \$5,444,968 (before costs) to enable the Company to satisfy its obligations under the Soliton Debt Facility and to raise capital to refinance existing debt facilities, partially fund the acquisition of Onwatch and for working capital and costs of the Offer.

Assuming that the Offer is fully subscribed (on the basis that the Entitlement Offer is fully underwritten), the funds raised under the Offer is planned to be used in accordance with the table set out below:

Use of funds	Amount
Acquisition Funding	\$3,000,000
Working Capital	\$2,364,968
Expenses of the Offer	\$80,000
<b>Total</b>	<b>\$5,444,968</b>

**Note:**

Working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, payments to creditors, interest payments, other items of a general administrative nature and

cash reserves which may be used in connection with the Company's activities, as determined by the Board at the relevant time.

The above table is a statement of the Board's current intention as at the date of this Prospectus. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

## **2.3 Eligible Shareholders**

Eligible Shareholders for the purposes of the Entitlement Offer are those persons who:

- are registered as a holder of Shares as at 5.00pm (WST) on the Entitlement Offer Record Date; and
- have a registered address in Australia or New Zealand.

## **2.4 Issue Outside Australia and New Zealand**

The Prospectus does not constitute an offer in any jurisdiction where, or to any person to whom, it would not be lawful to issue this Prospectus or make such an offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction outside of Australia and New Zealand.

Where the Prospectus has been dispatched to Shareholders domiciled outside Australia or New Zealand and where that country's securities code or legislation prohibits or restricts in any way the making of the Offer contemplated by this Prospectus, then the Prospectus and accompanying Offer Acceptance Form are provided for information purposes only.

The Offer is made to Eligible Shareholders or Placement Recipients with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

It is the responsibility of any Applicant to ensure compliance with any laws of a country relevant to their application. The return of a duly completed Offer Acceptance Form will be taken by the Company as a representation and warranty by the Applicant that there has been no breach of such laws and that the Applicant is an Eligible Shareholder or Placement Recipient.

## **2.5 Ineligible Shareholders under the Entitlement Offer**

Shareholders who are not Eligible Shareholders are Ineligible Shareholders.

The Company has determined, in reliance on ASX Listing Rule 7.7.1, that it would be unreasonable to extend the Offer to Ineligible Shareholders, having regard to:

- the small number of Ineligible Shareholders;
- the small number and value of the New Shares which would be offered to Ineligible Shareholders if they were Eligible Shareholders; and
- the cost of complying with the legal and regulatory requirements in the respective overseas jurisdictions.

Accordingly, the Entitlement Offer is not being extended to any Shareholders outside Australia and New Zealand. The Company will notify all Ineligible Shareholders of the Entitlement Offer and advise that the Company is not extending the Entitlement Offer to those Shareholders. The Company has, however,



appointed a foreign holder nominee pursuant to section 615 of the Corporations Act with respect to Ineligible Shareholders. Please refer to Section 4.5 for further details.

## **2.6 Rights trading**

Entitlements are renounceable, which means that Eligible Shareholders who do not wish to exercise all or a portion of their entitlements may choose to sell their entitlements on ASX.

Information on how entitlements may be sold on ASX is detailed in Section 3.3.

Rights trading is scheduled to commence on ASX on 7 March 2019 and cease on 13 March 2019.

## **2.7 Minimum subscription**

There is no minimum level of subscription for the Offer.

## **2.8 Ranking of New Shares**

New Shares to be issued pursuant to the Offer will be issued on a fully paid basis and will rank equally in all respect with existing Shares. A summary of the rights and liabilities attaching to the Shares is set out in Section 6.3.

## **2.9 Underwriting**

The Entitlement Offer is underwritten by First Samuel Limited. Details of the Underwriting Agreement are contained in Section 6.4.

## **2.10 Issue of New Shares**

The issue of New Shares under this Prospectus will occur in accordance with the timetable set out in Section 1. Upon New Shares being issued under the Offer, holding statements will be issued to applicants as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the New Shares. Applicants who sell their New Shares before they receive their holding statement will do so at their own risk.

## **2.11 Application Monies**

All Application Monies for New Shares to be issued pursuant to the Offer will be held in the Application Account on behalf of applicants until the New Shares are issued or, if the New Shares are not issued, until the Application Monies are returned to applicants. All interest earned on Application Monies (including those which do not result in the issue of New Shares) will be retained by the Company.

Any Applications Monies received for more than an applicant's final allocation of New Shares and Additional New Shares (if any) will be refunded as soon as practicable after the Closing Date.

If the New Shares are not issued to an applicant, a cheque will be drawn and the relevant Application Monies will be refunded as soon as practicable after the Closing Date.

## **2.12 ASX quotation**

On the same date as announcing the Offer, the Company applied to the ASX for the New Shares to be issued pursuant to this Prospectus to be listed for official quotation by the ASX. If granted, quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to applicants. It is the responsibility of the applicants to determine their allocation of New Shares prior to trading.

If approval for quotation of the New Shares to be issued under the Offer is not granted within 3 months after the date of this Prospectus, the Company will not issue any New Shares and will repay all Application Monies without interest as soon as practicable.

## **2.13 CHESS**

The Company participates in the Clearing House Electronic Subregister System ("**CHESS**"). ASX Settlement Pty Ltd ("**ASX Settlement**"), a wholly-owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

ASX Settlement will send a CHESS statement to Shareholders who are broker sponsored following the completion of each Offer. Each CHESS statement will set out the number of New Shares issued to the Shareholder under this Prospectus and provide details of the Shareholder's holder identification number and the participant identification number of the sponsor. CHESS allotment advices will be sent by the Share Registry.

The Share Registry will send a statement to Shareholders who are registered on the Issuer Sponsored sub-register following the completion of each Offer. Each statement will contain the number of New Shares issued to the Shareholder under this Prospectus and the Shareholder's security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes.

## **2.14 Privacy disclosure**

Persons who apply for New Shares under this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications, to provide facilities and services to security holders and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications may not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

## **2.15 Taxation**

It is the responsibility of all Shareholders to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer by consulting their own professional tax advisers. Neither the Company nor the Directors accept any liability or responsibility in respect of the taxation consequences for Shareholders as a result of the matters referred to in this Prospectus.

### **3. HOW TO APPLY**

This Section 3 sets out the choices for an Eligible Shareholder or Placement Recipient with respect to applying for New Shares under the Offer.

Please refer to Section 2.3 to determine who is an Eligible Shareholder.

#### **3.1 Choices available**

Eligible Shareholders or Placement Recipients may do any of the following:

- take up all or part of their entitlement under the Offer (as applicable) (refer to Section 3.2);
- sell all or part of their entitlement under the Offer (as applicable) (refer to Section 3.3); or
- do nothing (refer to Section 3.4).

The Entitlement Offer is a renounceable pro rata offer to Eligible Shareholders and is fully underwritten by First Samuel Limited. Eligible Shareholders who take up their entitlement in full will not have their percentage shareholding in the Company diluted by the Entitlement Offer. The percentage shareholdings of Eligible Shareholders who do not take up all of their entitlement (either by doing nothing or by selling all or part of their entitlement) will be diluted. For further details on the effects of the Offer, please refer to Section 4.

#### **3.2 Take up all or part of entitlements**

Eligible Shareholders who wish to take up all or part of their entitlement under the Offer should complete the Offer Acceptance Form in respect of the number of New Shares they wish to subscribe for and arrange for payment of the Application Monies in accordance with Section 3.5.

#### **3.3 Sell all or part of entitlements**

The entitlements under the Offer are renounceable, which means that all or part of an Eligible Shareholder's entitlement may be traded on ASX. If you wish to sell all or part of your entitlement on ASX, provide instructions to your stockbroker regarding the entitlement which you wish to sell on ASX. You may incur brokerage costs if you sell your entitlements on ASX. Trading of entitlements will commence on ASX on 7 March 2019 and cease on 13 March 2019.

There is no guarantee that an Eligible Shareholder will be able to sell all or any part of their entitlement on ASX or that any particular price will be paid for the entitlements sold on ASX.

This Prospectus, along with your Entitlement and Acceptance Form, will be dispatched on 11 March 2019. The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to you if you trade your entitlements before the entitlements are allotted, or before you receive your Entitlement and Acceptance Form, whether on the basis of confirmation of the allocation provided by the Company or otherwise.

#### **3.4 Allow all or part of entitlement to lapse**

If Eligible Shareholders decide not to accept all or part of their entitlement to New Shares, or fail to accept by the Closing Date, the part of their entitlement not accepted will lapse. The New Shares not subscribed for under the Entitlement Offer will form part of a shortfall to be applied in accordance with the terms of the Underwriting Agreement (refer to Section 6.4).

Eligible Shareholders should note that if they do not take up their entitlement then although they will continue to own the same number of Shares, their percentage holding in the Company will be reduced.

### 3.5 Making an application

Eligible Shareholders have two payment options in order to take up their entitlement under the Offer.

**Option 1: Submit a completed Offer Acceptance Form together with a cheque, bank draft or money order.**

To follow option 1, applicants should:

- complete the personalised Offer Acceptance Form accompanying this Prospectus in accordance with the instructions set out on that form, and indicate the number of New Shares they wish to subscribe for; and
- return the form to the Share Registry (address details below) together with a cheque, bank draft or money order which must be:
  - in respect of the full Application Monies (being \$0.25 multiplied by the number of New Shares they wish to subscribe for); and
  - in Australian currency drawn on an Australian branch of a financial institution; and
  - made payable to 'Threat Protect Australia Limited – Application Account' and crossed 'Not Negotiable'.

Applicants should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies. If the amount of the cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay for the number of New Shares applied for in the Offer Acceptance Form in full, the applicant will be taken to have applied for the lower number of whole New Shares as the cleared Application Monies will pay for (and to have specified that number of New Shares in the Offer Acceptance Form). Alternatively, the Offer Application will be rejected.

Cash payments will not be accepted. Receipts for payment will not be issued.

Applicants need to ensure that their completed Offer Acceptance Form and cheque, bank draft or money order reaches the Share Registry at the address below by no later than 5.00pm (WST) on 20 March 2019.

Completed Offer Acceptance Forms should be returned to the Share Registry at the following address:

By mail:

**Threat Protect Australia Limited  
c/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001**

Offer Acceptance Forms (and payment of Application Monies in regard to the Offer) may not be accepted if received after 5.00pm (WST) on 20 March 2019.

**Option 2: Pay via BPAY® payment**

To follow option 2, applicants should pay the full Application Monies, being \$0.25 multiplied by the number of New Shares comprising their, or, if subscribing for only part of their entitlement, the number of New Shares the applicant wishes to subscribe for, via BPAY® payment in accordance with the instructions set out on the personalised Offer Acceptance Form (which includes the biller code and the applicant's unique customer reference number). Applicants can only make a payment via BPAY® if they are the holder of an account with an Australian financial institution.

Please note that if payment is made by BPAY®:

- the applicant does not need to submit the personalised Offer Acceptance Form but is taken to make the statements on that form; and
- if the applicant subscribes for less than its entitlement or does not pay for its full entitlement, the applicant is taken to have taken up its entitlement in respect of such whole number of New Shares which is covered in full by the Application Monies.

Applicants need to ensure that their BPAY® payment is received by the Share Registry by no later than 5.00pm (WST) on 20 March 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. It is the responsibility of the applicant to ensure that funds are submitted through BPAY® by the date and time mentioned above.

### **3.6 Effect of making an application**

Returning a completed Offer Acceptance Form or making a BPAY® payment will be taken to constitute a representation by the applicant that it:

- has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- agrees to be bound by the terms of this Prospectus and the Constitution;
- makes the representations and warranties in this Section 3.6 of this Prospectus and confirms its eligibility in respect of an offer of New Shares under the Offer;
- declares that all details and statements in the Offer Acceptance Form are complete and accurate;
- declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Offer Acceptance Form;
- acknowledges that once the Offer Acceptance Form is returned or a BPAY® payment is made its acceptance may not be withdrawn;
- agrees to being issued the number of New Shares it applies for at the offer price under the Offer it applies for at the offer price;
- authorises the Company to register it as the holder(s) of the New Shares issued to it;
- acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the New Shares are suitable for it, given its investment objectives, financial situation or particular needs; and
- authorises the Company and its officers or agents to do anything on its behalf necessary for New Shares to be issued to it, including correcting any errors in its Offer Acceptance Form or other form provided by it and acting on instructions received by the Share Registry using the contact details in the Offer Acceptance Form.

### **3.7 Enquiries**

This document is important, and should be read in its entirety. Shareholders who are in any doubt as to the course to follow should consult their stockbroker, lawyer, accountant or other professional adviser without delay.

Shareholders who:

- have questions relating to the calculation of their entitlement;

- have questions on how to complete an Acceptance Form or take up their entitlements; or
- have lost an Acceptance Form and would like a replacement form,

should call 1300 554 474 between 8.30am to 5.00pm (WST) Monday to Friday during the Offer period.

## 4. EFFECT OF THE OFFER

### 4.1 Effect of the Offer

Assuming full subscription under the Offer, the potential effect of the Offer will be that:

- cash reserves will increase by approximately \$5,444,968 (before costs); and
- the number of fully paid ordinary shares on issue will increase from 130,679,242 Shares to approximately 152,459,116 Shares.

Shareholders should note that due to rounding of entitlements under the Entitlement Offer on the Entitlement Offer Record Date, among other things, the exact number of New Shares to be issued will not be known until completion of the Entitlement Offer.

### 4.2 Capital structure

As the Offer is underwritten, the effect of the Offer on the capital structure of the Company is set out in the table below.

Capital Structure	Existing	Completion of Offer
Existing Shares on issue	130,679,242	130,679,242
Shares issued under the Offer	-	21,779,874
<b>Total Shares</b>	130,679,242	152,459,116
Existing Options on issue <sup>1</sup>	13,571,425	13,571,425
<b>Fully diluted share capital</b>	<b>144,250,667</b>	<b>166,030,541</b>

**Notes:**

1. The Options comprise of:
  - (a) 9,285,712 Options to acquire 1 Share with an exercise price of \$0.339 on or before 31 October 2020.
  - (b) 1,428,571 Options to acquire 1 Share with an exercise price of \$0.266 on or before 31 October 2020.
  - (c) 1,428,571 Options to acquire 1 Share with an exercise price of \$0.327 on or before 31 October 2020.
  - (d) 1,428,571 Options to acquire 1 Share with an exercise price of \$0.358 on or before 31 October 2020.
2. The above table assumes that no other securities of the Company are issued prior to the Record Date.

### 4.3 Effect of the Offer on control

(a) General

The Entitlement Offer is a pro rata offer so that if all Eligible Shareholders take up their entitlements, the voting power of all Eligible Shareholders will remain the same. In that event, there will be no actual or potential effect or consequences arising from the Entitlement Offer on control of the Company other than the dilution of any Ineligible Shareholders who are unable to participate in the Entitlement Offer.

The proportional shareholdings of Eligible Shareholders who do not take up their entitlements in full will be diluted.

The proportional shareholdings of Ineligible Shareholders will be diluted as those Shareholders are not entitled to participate in the Entitlement Offer

(b) The Underwriter

The Offer is underwritten by First Samuel Limited (see Section 6.4 for further details). The extent to which Shares are issued to First Samuel Limited pursuant to the Underwriting Agreement will increase First Samuel Limited's voting power in the Company.

The table below sets out the results of various scenarios based on varying levels of participation in the Entitlement Offer and their approximate effect on the Relevant Interests and voting power of the Underwriter.

Subscription %	Shortfall	Underwriter	
		Relevant Interest	Voting Power
At the date of this Prospectus			
N/A	N/A	20,731,589	15.9%
At completion of the Entitlement Offer			
100%	Nil	24,186,854	15.9%
75%	25%	28,270,580	19.2%
50%	50%	32,354,306	22.0%
25%	75%	36,438,033	24.8%
19.3% <sup>1</sup>	80.7%	37,369,122	25.4%

**Note:**

1. Assumes that First Samuel Limited apply for its full Entitlement under the Offer.

The number of Shares in which the Underwriter has a Relevant Interest in the table above shows the potential effect of the Underwriter's underwriting of the Offer. However, it is unlikely that no Shareholders will take up entitlements under the Entitlement Offer. The underwriting obligation and therefore voting power of the Underwriter will reduce by a corresponding amount for the amount of entitlements taken up under the Entitlement Offer by Eligible Shareholders.

The implementation of the Underwriter current intentions in relation to their ownership interest in the Company will be subject to the law (including the Corporations Act), the Listing Rules and the Company's Constitution.

**Pro forma statement of financial position**

Set out on the following pages is the audit reviewed statement of financial position for the Company at 30 June 2018, and pro forma statement of financial position as at completion of the Offer. The unaudited pro forma statement of financial position has been prepared on the basis and assumption that there have been no material movements in the assets and liabilities of the Company between 30 June 2018 and completion of the Offer other than:

- (a) the completion of the Transaction;



- (b) the issue of 21,779,874 New Shares through the Entitlement Offer to raise \$5,444,968 before costs;
- (c) the estimated expenses of the Offer is approximately \$80,000, which amounts are shown as a deduction against issued capital; and
- (d) increase to creditors (\$80,000) and increase in cash (\$5,364,968).

The significant accounting policies upon which the consolidated statement of financial position and the pro forma consolidated statement of financial position are based are contained in the audited interim financial report for the half-year ended 31 December 2018.

#### 4.4 Foreign Shareholders

The Offer is only made to, and available for acceptance by, Eligible Shareholders. This Prospectus and the accompanying Entitlement and Acceptance Form do 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. Return of a completed Entitlement and Acceptance Form or payment to the Company via BPAY® will be taken by the Company to constitute a representation and warranty by the applicant that it is eligible to receive an offer of, and be issued, Shares under the Offer and that there has been no breach of applicable securities laws.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and anyone who receives this Prospectus should seek advice on and observe 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 Shares or the Offer, or otherwise permit a public offering of Shares, in any jurisdiction outside Australia. Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

#### 4.5 Appointment of foreign holder nominee

The Company has appointed Argonaut Securities Pty Ltd ACN 108 330 650 (AFSL 274 099) (**Nominee**) as its foreign holder nominee for the purposes of section 615 of the Corporations Act. The Company has made an application to ASIC to approve the appointment of the Nominee pursuant to the Corporations Act. As such, the appointment of the Nominee is subject to ASIC approval, however, the Company and the Nominee are not aware of any circumstances where this approval will not be granted.

Pursuant to the arrangement with the Nominee, the Nominee will establish a nominee account suitable for the holding and sale of rights attributable to Ineligible Shareholders to which offers will not be made under the Entitlement Offer (**Foreign Rights**). The Nominee will use reasonable endeavours to dispose of the Foreign Rights in an orderly fashion on market during the rights trading period and the Nominee will act under the Company's direction to distribute the proceeds of the sale of Foreign Rights (if any), less brokerage and costs to each holder of Foreign Rights.

The Company will pay the Nominee a fee of \$5,000 (plus GST) plus a 1% brokerage fee charged on the sale of Entitlements for its services as the foreign nominee holder.

Neither the Company nor the Nominee takes any responsibility for the outcome of the sale of the Foreign Rights.

#### 4.6 Nominees, trustees and custodians

The foreign selling restrictions summarised in Section 4.4 apply to the underlying beneficial holder of Shares. Nominees, trustees or custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder.

Shareholders who hold Shares on behalf of persons who are resident outside Australia or New Zealand are responsible for ensuring that accepting the Offer and receiving Shares does not breach regulations in the relevant overseas jurisdictions. Return of a completed Entitlement and Acceptance Form or

payment via BPAY® will constitute a representation by the applicant that there has been no breach of such regulations with respect to the Offer.

Shareholders who are nominees, trustees and custodians are therefore advised to seek independent advice as to how they should proceed. Failure to comply with restrictions set out in this Prospectus may result in violations of applicable securities laws.

The following table sets out the Consolidated Balance Sheet of the Company as at 30 June 2018 with pro forma adjustment to reflect the impact of the acquisition of Onwatch and relevant changes to debt and equity associated with the Transaction as if it had occurred on the 30 June 2018 as described in Section 2.2:

	Note	TPS as at	Pro Forma Adjustments		Pro Forma
<u>Current Assets</u>		30-Jun-18	DR	CR	Post Transaction
Cash & cash equivalents	\$	1,139,298	4,214,332	-	5,353,630
Trade & other receivables	\$	3,217,180			3,217,180
Financial assets	\$	952,563			952,563
Other current assets	\$	430,179			430,179
Inventories	\$	35,227			35,227
Total	\$	5,774,447			9,988,779
<u>Non-current Assets</u>					-
Plant & equipment	\$	1,017,686			1,017,686
Intangible assets	\$ 1	26,485,655	35,000,000		61,485,655
Financial assets	\$	579,533			579,533
Total	\$	28,082,874			63,082,874
Total Assets	\$	33,857,321			73,071,653
<u>Current Liabilities</u>					
Trade & other payables	\$	6,738,943	1,000,000		5,738,943
Provisions	\$	821,595			821,595
Borrowings	\$	3,343,046	3,343,046		-
Total	\$	10,903,584			6,560,538
<u>Non-current Liabilities</u>					
Provisions	\$	130,155			130,155
Borrowings	\$	16,942,623		27,057,378	44,000,000
Deferred tax liability	\$	4,199,473			4,199,473
Deferred consideration liability	\$			1,500,000	1,500,000
Total	\$	21,272,251			49,829,628
Total Liabilities	\$	32,175,835			56,390,166
Net Assets	\$	1,681,486			16,681,487
<u>Equity</u>					
Issued capital	\$ 2	14,731,476		17,000,000	31,731,476
Reserves	\$	1,647,135			1,647,135
Accumulated losses	\$ 3	- 14,697,124	2,000,000		- 16,697,124
Total Equity	\$	1,681,487			16,681,487

Notes

1. Total cost of acquisition including Cash Consideration, Deferred Consideration and Vendor Equity
2. Equity raised via Entitlements Offer (~\$5m), Convertible Note Conversion (\$9M), Vendor Equity (\$2M) and placement made 14 January 2019 (\$1M)
3. Transaction Costs including debt origination fees

## 5. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

Section 5 identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their stockbroker, lawyer, accountant or other professional adviser before deciding whether to apply for New Shares.

### 5.1 Specific risks

#### (a) Counterparty risk

The ability of the Company to complete on the acquisition of Onwatch under the sale and purchase agreement will depend on the performance by the Onwatch vendors of their obligations under the sale and purchase agreement. If a vendor or vendors of Onwatch default in the performance of their obligations, it may be necessary for the Company to institute court proceedings to seek a legal remedy, which may be costly.

#### (b) Licence risk

The Company's business relies on the grant of a Crowd Control Agent's Licence, an Inquiry Agent's Licence and a Security Agent's Licence (together, the **Licences**) pursuant to the Security Act. The Security Act provides that these Licences can only be issued to a natural person. Whilst a natural person may hold the Licences on behalf of a body corporate if they are an officer of the body, the Licences terminate automatically (and are non-transferable) if the person ceases to be an officer of the body corporate. The Company's Licences are held by Mr Paolo Ferrara, a Director of the Company. If Mr Ferrara ceases to be an officer of the Company, the Company would need to have a new officer approved to hold the Licences required to run the business. There is therefore a risk that delays could occur in the approval of a new Licence holder which, if protracted, could result in the Company experiencing business interruption until such time as the new Licences are granted.

#### (c) Changes to licensing regime impacting on operating costs

The Company is licensed to operate as a security business under the Security Act and delivers its monitoring service in accordance with Australian Standard 2201.2:2004. The Company therefore incurs costs associated with compliance with this regulatory regime. If changes occur to this regime, additional administrative or technical expense may be required to ensure ongoing compliance. Additionally, a failure by the Company to meet its obligations (current and potential) could result in penalties and fines being imposed on the Company.

#### (d) Reliance on information and telecommunications systems

The Company is heavily reliant on information and telecommunications systems to deliver its primary service of back to base (remote) monitoring. Whilst these systems have multiple layers of redundancy in accordance with both legislative and Australian Standards requirements, a substantive and disruptive change to the technology surrounding telecommunications could pose a significant risk to the Company if it is unable to respond to the change.

#### (e) Inability to execute acquisition strategy

The Company's business plan includes both organic and acquisition based strategies to increase revenues. An inability to identify, negotiate and fund acquisitions within financial guidelines determined by the Company's directors could limit the speed at which the Company can take advantage of its predominantly fixed operating costs via bolt-on acquisitions.

**(f) Reliance on key management**

The Company currently employs a number of key management and personnel, and the Company's future depends on retaining and attracting suitable qualified personnel. In particular, Demetrios Pynes and Paolo Ferrara are the main founders of the business. There is no guarantee that the Company will be able to attract and retain suitable qualified personnel, and a failure to do so could materially adversely affect the Company's business, operating results and financial prospects.

**(g) Financial risks**

The Company's ability to implement its business strategy may depend in part on its ability to raise additional funds. No assurances can be given that such funding will be available or that it will be available on terms attractive to the Company.

**(h) Insurance risks**

The Company maintains insurance coverage that is substantially consistent with industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

**(i) Contract risk**

Some of the Company's customer contracts can be terminated for reasons outside of the Company's control. The loss of one or more key customer contracts is likely to adversely affect the Company's operating results and the value and price of Shares.

**(j) Government policies and legislation**

The Company may be affected by changes to government policies and legislation, including those relating to the security services industry, privacy laws, taxation and the regulation of trade practices and competition.

## **5.2 General risks**

**(a) Investment risks**

The Shares to be issued pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. There is no guarantee as to the payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the price paid by the investor for the Shares.

Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

**(b) Share market risks**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including, but not limited to, the following:

- general economic outlook;

- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

There is also no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few buyers or sellers of Shares on the ASX at any particular time.

**(c) Competition risks**

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.

**(d) Economy risks**

The future viability of the Company is also dependent on a number of factors which may affect the performance of all industries and not just the education industries including, but not limited to, the following:

- general economic conditions;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world and, in particular, investment sentiment towards the education sector;
- movement in, or outlook on, exchange rates, interest rates and inflation rates; and
- natural disasters, social upheaval or war.

## 6. ADDITIONAL INFORMATION

### 6.1 Continuous disclosure

The Company is a “listed disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to the ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue 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 and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the Opening Date and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2018;
  - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in Section 6.1(c)(i) but before the lodgement of this Prospectus with ASIC; and
  - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in Section 6.1(c)(i) but before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2018.

Date	Title
05/07/2018	Results of Meeting
31/07/2018	June 18 Quarterly Activities Report and Appendix 4C
03/08/2018	Notification of Expiry of Unlisted Options
06/08/2018	Threat Protect Acquires Monitored Lines from WA Reseller
31/08/2018	Appendix 4E and Commentary
13/09/2018	Exercise of Unlisted Options
18/09/2018	Appendix 3B
19/09/2018	Change in substantial holding
21/09/2018	Change in substantial holding
26/09/2018	2018 Annual Report
26/09/2018	Appendix 4G
18/10/2018	Notice of Annual General Meeting/Proxy Form
31/10/2018	September 18 Quarterly Activities Report and Appendix 4C
31/10/2018	Corporate Governance Statement
22/11/2018	TPS AGM Investor Presentation
22/11/2018	Results of Annual General Meeting
14/01/2019	Completion of \$1.0m Placement
18/01/2019	Change in substantial holding
31/01/2019	December 18 Quarterly Activities Report and Appendix 4C
12/02/2019	Trading Halt
14/02/2019	Voluntary Suspension
19/02/2019	Extension of Voluntary Suspension
26/02/2019	Extension of Voluntary Suspension
1/03/2019	Extension of Voluntary Suspension
1/03/2019	Half Year Financial Report and Appendix 4D
4/03/2019	Threat Protect Major Acquisition and \$49m Funding Package
4/03/2019	Reinstatement to Official Quotation

## 6.2 Market price of Shares on ASX

The highest and lowest sale price of Shares on ASX during the 3 months preceding the date of this Prospectus, and the sale price on the Trading Day before this Prospectus was lodged with ASIC, are set out below.

3-month high (4 March 2019)	3-month low (11 December 2018)	Last sale price (4 March 2019)
\$0.22	\$0.16	\$0.22

## 6.3 Rights and liabilities attaching to New Shares



The New Shares will rank equally in all respects with existing fully paid ordinary shares in the capital of the Company on issue. The following is a general description of the more significant rights and liabilities attaching to the New Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the New Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

**(a) General meetings**

Security holders are entitled to be present in person, or by proxy, attorney or representative, to attend and vote at general meetings of the Company.

Security holders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

**(b) Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of securities, at general meetings of security holders or classes of security holders:

- (i) each security holder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a security holder or a proxy, attorney or representative of a security holder has one vote, and
- (iii) on a poll, every person present who is a security holder or a proxy, attorney or representative of a security holder shall, in respect of each fully paid security held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the security, but in respect of partly paid securities shall have such number of votes as bears the same proportion to the total of such securities registered in the security holder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

**(c) Dividend rights**

Subject to the rights of persons (if any) entitled to securities with special rights to dividend, the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the security holders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to securities with special rights as to dividend, all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. The Company may not pay interest in respect of any dividend, whether final or interim.

**(d) Winding up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the security holders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the security holders or different classes of security holders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any securities or other securities in respect of which there is any liability. Where an order is made for the winding-up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, any securities classified as restricted securities at the time of the commencement of the winding up

shall rank in priority after all other securities.

**(e) Transfer of securities**

Generally, securities in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act.

**(f) Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders, vary or abrogate the rights attaching to securities.

If at any time the share capital is divided into different classes of securities, the rights attached to any class (unless otherwise provided by the terms of issue of the securities of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued securities of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the securities of that class.

## **6.4 Underwriting Agreement**

First Samuel Limited has been appointed to act as Underwriter to the Entitlement Offer. Set out below is a summary of the key terms of the Underwriting Agreement dated 1 March 2019.

The Underwriting Agreement is subject to certain condition precedents which are considered standard for underwriting agreements of this type, including:

- (a) (Prospectus): the Company lodging the Prospectus, in a form and substance acceptable to the Underwriter, on or before 4pm (AEST) on the date the Prospectus is lodged with AISC (**Prospectus Lodgement Date**) and providing a copy to the Underwriter as soon as reasonably practicable after lodgement;
- (b) (Other approvals): the Company obtaining on or before 9am (AEST) on the Prospectus Lodgement Date all regulatory approvals, relief and modifications (in form and substance acceptable to the Underwriter) that are necessary to enable the Entitlements Offer to proceed in accordance with the timetable (Section 0), this Prospectus and the Underwriting Agreement;
- (c) (Shortfall notice): the Company delivering to the Underwriter a notice setting out the number of Shortfall Shares the Underwriter is obliged to subscribe for (or obtain subscription for) by 9am (AEST) on the date shortfall notifications are sent to ASX; and
- (d) (Official quotation): ASX not having indicated to the Company or the Underwriter, on or before 4pm (AEST) on the Settlement Date, that it will not grant permission for the quotation of the Shares being offered pursuant to the Entitlements Offer on ASX.

Pursuant to the Underwriting Agreement, the Underwriter has an obligation to subscribe for, or procure subscription for, all Shortfall Shares and pay to the Company, or procure payment to the Company of the offer price (being \$0.25 per Share) in respect of the Shortfall Shares.

Pursuant to the Underwriting Agreement, the Company has agreed to pay the Underwriter an underwriting fee of 2% of the total underwritten amount under the Offer. All sub-underwriting fees will be paid by the Underwriter from this underwriting fee (if applicable).

The obligation of the Underwriter to underwrite the Entitlement Offer is subject to certain events of termination which are considered standard for an agreement of this type. The material circumstances in which the Underwriter may terminate its obligations under the Underwriting Agreement are:

- (a) (Indices fall): the S&P ASX 200 Index as published by ASX is at any time after the date of the Underwriting Agreement 10% or more below its level as at the close of business on the business day prior to the date of the Underwriting Agreement;
- (b) (Offer materials): the Underwriter forms the view (acting reasonably) that the documents forming part of the Entitlements Offer contain any statement which is false, misleading or deceptive or they otherwise do not comply with any applicable law;
- (c) (Future matters): any statement or estimate in any documents forming part of the Entitlements Offer which relates to a future matter is or becomes incapable of being met;
- (d) (Offer of refund): any circumstance arises that results in the Company either repaying the money received from persons who have applied for Shares under the Entitlements Offer or offering persons who have applied for Shares under the Entitlements Offer an opportunity to withdraw their application for Shares and be repaid their application money;
- (e) (Material Adverse Change): there is a material adverse change (in the bona fide judgement of the Underwriter acting reasonably and in consultation with the Company) in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company from those respectively as at the date of the Underwriting Agreement or in the most recent financial results announced to the ASX; or
- (f) (Material contracts) any contract, deed or other agreement which is material to the making of an informed investment decision in relation to the Entitlements Offer is:
  - (i) terminated, rescinded, altered or amended without the prior written consent of the Underwriter (such consent not to be unreasonably withheld or delayed) or;
  - (ii) found to be void or voidable.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

## 6.5 Consents

Each of the parties referred to as consenting parties who are named below:

- (a) does not make the Offer;
- (b) has not authorised, and has not caused, the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based;
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus; and
- (e) has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named.

Role	Consenting party
Underwriter	First Samuel Limited
Legal adviser	Price Sierakowski Corporate
Share Registry	Link Market Services

## 6.6 Interests of Directors, experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director;
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter to the issue of the New Shares or financial services licensee named in this Prospectus as being involved in the issue of the New Shares,

holds at the date of this Prospectus or held at any time during the last two years, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or
- the Offer.

Other than as set out below or elsewhere in this Prospectus, no amount has been paid or agreed to be paid, and no benefit has been given or agreed to be given, to any Director or proposed Director either to induce them to become, or to qualify as, a Director of the Company, or otherwise for services rendered by them in connection with the formation or promotion of the Company or the Offer.

### (a) Directors' Relevant Interests in securities

As at the date of this Prospectus, the Directors had the following Relevant Interests in Shares:

Director	Number of Shares Held	Entitlement to subscribe for New Shares
Derek La Ferla	1,177,172	196,195
Demetrios Pynes	4,956,682	826,113
Paolo Ferrara	4,459,580	743,263
Dimitri Bacopanos	285,714	47,619

### (b) Directors' remuneration

The Constitution provides that the Directors may be paid for their services as directors a maximum total amount (excluding salaries) determined by the Company in general meeting (currently set at \$200,000). Executive Directors are entitled to be remunerated by salary or other employment related benefits in accordance with their employment agreements. The table below sets out the remuneration paid to the Directors for the three financial years prior to the date of this Prospectus:

Director	Remuneration paid in 2017 financial year	Remuneration paid in 2018 financial year	Remuneration paid in 2019 financial year, Estimated
Derek La Ferla	51,188	154,750	54,750
Demetrios Pynes	203,521	433,935	283,935
Paolo Ferrara	207,989	438,103	288,103
Dimitri Bacopanos	18,000	136,000	36,000

**(c) Experts and advisers**

First Samuel Limited has acted as underwriter of the Entitlement Offer. Details of the Underwriting Agreement and the fees payable to the Underwriter in relation to the underwriting of the Entitlement Offer are set out in Section 6.4.

Price Sierakowski Corporate has acted as legal adviser to the Company. Price Sierakowski Corporate's fees for work in relation to the Entitlement up to the date of lodgment of this Prospectus will be approximately \$15,000 (plus GST and disbursements). Price Sierakowski Corporate may receive further fees for additional work done determined on the basis of hours spent at its ordinary hourly rates.

**6.7 Expenses of the Offer**

The estimated expenses of the Offer (exclusive of GST) is as follows:

Expense	Amount
Underwriting fees	\$20,000
Legal fees	\$15,000
ASIC fees	\$3,200
ASX fees	\$3,000
Printing and other costs	\$8,800
<b>Total</b>	<b>\$80,000</b>

**6.8 Litigation**


As at the date of this Prospectus, the company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

## 7. DIRECTORS' AUTHORISATION

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgment of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 5 March 2019.

A handwritten signature in black ink, appearing to read 'Demetrios Pynes', enclosed within a thin rectangular border.

Demetrios Pynes  
Managing Director

**Threat Protect Australia Limited**

## 8. DEFINITIONS

Definitions used in this Prospectus are as follows:

**Acceptance Form** means an Entitlement Offer Acceptance Form.

**Applicant** means an Eligible Shareholder who applies for the New Shares pursuant to the Offer.

**Application Account** means the Company's bank account which has been established for the purpose of holding the Application Monies.

**Application Monies** means the monies received from persons applying for New Shares under the Offer.

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

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules** means the ASX Listing Rules published and distributed by the ASX.

**ASX Settlement** means ASX Settlement Pty Limited (ACN 008 504 532).

**Board** means the board of Directors.

**Business Day** means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

**CHESS** means the Clearing House Electronic Subregister System operated by ASX Settlement.

**Closing Date** means the date that the Offer close which is 5.00pm (WST) on 20 March 2019 or such other time and date as the Company determines.

**Company** means Threat Protect Australia Limited (ACN 060 774 227).

**Constitution** means the constitution of the Company from time to time.

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

**Director** means a director of the Company.

**Eligible Shareholder** has the meaning given in Section 2.3.

**Entitlement Offer** or **Offer** means the renounceable, pro rata entitlement offer of Shares at an issue price of \$0.25 each on the basis of 1 new Share for every 6 Shares held by Eligible Shareholders at the Record Date to raise up to approximately \$5,444,968 before costs.

**Entitlement Offer Acceptance Form** means an Entitlement Offer acceptance form in the form accompanying this Prospectus pursuant to which Eligible Shareholders may apply for New Shares under the Entitlement Offer.

**Entitlement Offer Application** means an application for New Shares under the Entitlement Offer made by an Eligible Shareholder in an Entitlement Offer Acceptance Form or by payment via BPAY® or such other form as approved by the Company.

**Entitlement Offer Record Date** means the date for determining the entitlement of Shareholders under the Entitlement Offer, being 5.00pm (WST) on 8 March 2019.

**Ineligible Shareholder** means a Shareholder who is not an Eligible Shareholder.

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

**Official Quotation** has the definition given to that term in the Listing Rules.

**Opening Date** means the first date for receipt of acceptances under the Offer which is 9:00am (WST) on 11 March 2019 or such other time and date as the Company determines.

**Prospectus** means this prospectus dated 5 March 2019.

**Related Body Corporate** has the meaning given to that term in the Corporations Act.

**Relevant Interest** has the meaning given in the Corporations Act.

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

**Shareholder** means the registered holder of one or more Shares.

**Share Registry** means Computershare Investor Services Pty Limited.

**Shortfall Shares** means the number of Shares equal to:

- (a) the Shares being offered pursuant to the Entitlements Offer for which valid applications have not been received by the Company from Eligible Shareholders (if any); and
- (b) the Shares which would have been offered to the Ineligible Shareholders if they had been entitled to participate in the Entitlements Offer for which valid applications have not been received by the Company from Eligible Shareholders who have applied for more New Shares than their entitlement.

**Trading Day** has the meaning given in the ASX Listing Rules.

**Underwriter** means First Samuel Limited (ACN 086 243 567).

**Underwriting Agreement** means the underwriting agreement dated on or around 4 March 2019 between the Company and the Underwriter described in Section 6.4.

**WST** means Western Standard Time, being the time in Perth, Western Australia.





ABN 36 060 774 227

All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: 1300 554 474  
From outside Australia: +61 1300 554 474  
ASX Code: TPS  
Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**SRN/HIN:**

**Entitlement Number:**

**Subregister:**

**Number of Eligible Shares held as  
at the Record Date, 5:00pm (AWST)  
on 8 March 2019:**

**Entitlement to New Shares  
(on a 1 New Share for 6 basis):**

**Amount payable on full acceptance  
at A\$0.25 per Share:**

<b>Offer Closes 5:00pm (AWST):</b>	<b>20 March 2019</b>
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## ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 6 Existing Shares that you hold on the Record Date, at an Offer Price of A\$0.25 per New Share. You may also apply for New Shares in excess of your Entitlement, at the Offer Price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

**IMPORTANT:** The Offer is being made under the Prospectus dated 5 March 2019. The Prospectus contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Prospectus. This Entitlement and Acceptance Form should be read in conjunction with the Prospectus.

If you do not have a paper copy of the Prospectus, you can obtain a paper copy at no charge, by calling the Threat Protect Australia Limited Offer Information Line on 1300 554 474 (within Australia) or +61 8 8280 7111 (from outside Australia).

### PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for additional New Shares, you have two payment options detailed below.

**OPTION 1: PAYING BY BPAY®**

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AWST) on 20 March 2019. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.



**Biller Code:** 62893  
**Ref:**

**OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER**

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AWST) on 20 March 2019.

**Telephone & Internet Banking – BPAY®**

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: [www.bpay.com.au](http://www.bpay.com.au)  
© Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form. If you do not take up or sell your rights, you may not receive any value for them. It is important that you decide whether to accept or sell your rights in accordance with the Prospectus.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**

*Please detach and enclose with payment*



ABN 36 060 774 227



**SRN/HIN:**  
**Entitlement Number:**

**A** Number of New Shares accepted (being not more than your Entitlement shown above)

**B** Number of additional New Shares

**C** Total number of New Shares accepted (add Boxes A and B)

<input type="text"/>	+	<input type="text"/>	=	<input type="text"/>
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**D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS** – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Threat Protect Australia Limited - Application Account” and crossed “Not Negotiable”.

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**E CONTACT DETAILS** – Telephone Number

Telephone Number – After Hours

Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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# THREAT PROTECT AUSTRALIA LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Prospectus and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

## ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Threat Protect Australia Limited.

## HOW TO APPLY FOR NEW SHARES

### 1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: [www.bpay.com.au](http://www.bpay.com.au)

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.25.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the 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.

### 2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

#### A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

#### B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **additional** New Shares above your Entitlement for which you wish to apply into Box B. Your Application for additional New Shares may not be successful (wholly or partially). The decision of Threat Protect Australia Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

#### C. Total Number of New Shares Subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

#### D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Threat Protect Australia Limited - Application Account" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Threat Protect Australia Limited may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

#### E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

### 3. SALE OF YOUR ENTITLEMENT IN FULL OR IN PART BY YOUR STOCKBROKER AND ACCEPTANCE OF THE BALANCE

If you wish to sell all of your Rights through your stockbroker or if you wish to sell part of your Rights through your stockbroker and accept the balance you should contact your stockbroker and provide details as requested which appear overleaf.

You should complete the "Instructions to your Stockbroker" panel below and forward this Entitlement and Acceptance Form to your stockbroker.

#### Instructions to your Stockbroker

I/We have accepted

New Shares as per reverse side

And attach a cheque/bank draft for

A\$

being acceptance monies at A\$0.25 per New Share

I/We wish to sell

Rights to Ordinary Shares

### 4. DISPOSAL OF YOUR ENTITLEMENT OTHER THAN THROUGH A STOCKBROKER

A renunciation form must be used for all other transactions. These forms may be obtained from the Threat Protect Australia Limited Registry or your stockbroker.

### 5. OVERSEAS SHAREHOLDERS

The Prospectus and Entitlement and Acceptance Form do not constitute an offer of securities in any jurisdiction outside of [Eligible Countries] or to any person to whom it would not be lawful to issue the Prospectus. By applying for New Shares under this Entitlement and Acceptance Form or by accepting this offer, you represent and warrant that applying for New Shares does not breach any law in any relevant overseas jurisdiction.

## 6. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Prospectus electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Threat Protect Australia Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

#### Hand Delivery

Threat Protect Australia Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AWST) on 20 March 2019. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Threat Protect Australia Limited reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

**If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Threat Protect Australia Limited Offer Information Line on 1300 554 474 (within Australia) or +61 8 8280 7111 (from outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday.**