

# **CCP TECHNOLOGIES LIMITED**

**ABN 58 009 213 754**

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## **ENTITLEMENT OFFER PROSPECTUS**

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A non-renounceable pro-rata rights issue of one (1) new fully paid ordinary share for every five (5) shares held on the Record Date at an issue price of one point seven (\$0.017) cents each, to raise up to approximately \$805,000 before costs of the issue.

Shareholders eligible to participate in the Rights Issue and who accept their maximum entitlement under the Rights Issue may also apply for additional new fully paid ordinary shares from any shortfall in acceptances.

The Entitlement Offer is NOT underwritten.

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

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

**The securities offered under this Prospectus are considered highly  
speculative.**

## **CORPORATE DIRECTORY**

### **Directors**

Mr Leath Nicholson – *Non-Executive Chairman*

Mr Adam Gallagher - *Non-Executive Director*

Mr Anoosh Manzoori - *Non-Executive Director*

Mr Michael White – *CEO and Executive Director*

Mr Anthony Rowley – *COO and Executive Director*

### **Company Secretary**

Mr Gary Taylor

### **Registered Office**

Suite 202

22 St Kilda Road

St Kilda VIC 3184

### **Auditors**

BDO Audit (QLD) Pty Limited

Level 18, 300 Queen St

Brisbane QLD 4000

### **Solicitors**

Foster Nicholson Jones

420 Collins Street, Melbourne VIC 300

Telephone: +61 3 9640 0400

Facsimile: +61 3 9642 0866

### **ASX Code**

CT1

### **Share Registry**

Advanced Share Registry Limited

110 Stirling Hwy

Nedlands WA 6009

Tel: +61 (0)8 9389 8033

Fax: +61 (0)8 9262 3723

### **Contact Details**

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

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

Telephone: +61 430 432 745

Facsimile: +61 3 8362 3977

### **Postal Address for Return of Acceptances**

CCP Technologies Limited

Advanced Share Registries Limited

PO Box 1156

Nedlands WA 6909

Telephone +61 (0)8 9389 8033

## ANTICIPATED TIMETABLE

Lodgement of Prospectus	2 June 2017
Notice to Share and Optionholders	5 June 2017
“Ex” date	6 June 2017
Record date for determining Entitlements	7 June 2017
Despatch of Prospectus to Shareholders	8 June 2017
Opening Date	9 June 2017
Last Date to extend Closing Date	16 June 2017
Closing Date	21 June 2017
New Shares quoted on a deferred settlement basis	21 June 2017
Notify ASX of under subscriptions	22 June 2017
Despatch Date	26 June 2017
Trading of New Shares issued under Entitlement Offer	28 June 2017

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

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

This Prospectus is dated 2 June 2017. The Company will apply for the Shares offered by this Prospectus to be listed for quotation on the ASX within 7 days following the date of this Prospectus. No securities will be issued or sold on the basis of this Prospectus later than 13 months after the date of this Prospectus, being 1 July 2018.

## **IMPORTANT NOTICE**

### **Offer**

This Prospectus is dated 2 June 2017 and a copy of this Prospectus was lodged with ASIC on the same date. Neither ASIC nor ASX nor their respective officers take any responsibility as to the contents of this Prospectus.

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

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

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

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

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

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

### **Electronic Prospectus**

This Prospectus is available in a paper version and in electronic form. The electronic version will be available on the Company's website, <http://www.ccp-technologies.com/> from the date of this Prospectus until the 21 June 2017. The Offer constituted by this Prospectus in electronic form is available only to Eligible Shareholders receiving this Prospectus in electronic form in Australia. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus. Any person may obtain a hard copy of the Prospectus free of charge by contacting the Share Registry on 08 9389 8033 (within Australia) or +61 8 9389 8033 (outside

Australia). The Corporations Act prohibits any person passing on to another person an Entitlement and Acceptance Form unless it is accompanying a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

### **How to accept entitlement to New Shares**

Entitlement to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is accompanying this Prospectus in its paper copy form, or a print out of the form which formed part of or, was accompanied by, the complete and unaltered electronic version of this Prospectus. Instructions for completing and returning the Entitlement and Acceptance Form are set out in sections 1.9 and 4.4 of this Prospectus and the Entitlement and Acceptance Form.

### **No financial advice**

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

### **Forward-looking statements and risks**

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

### **Disclaimers**

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

Except as required by law, neither the Company nor any other person warrants the future performance of the Company nor any return on any investment made under this Prospectus. Any investment in the securities offered by this Prospectus should be considered highly speculative.

### **Company's website**

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

### **Privacy**

The privacy obligations and policy relating to this Prospectus are contained in the privacy disclosure statement in section 5.6.

### **Defined terms and abbreviations**

Defined terms and abbreviations used in this Prospectus are explained in defined terms in section 6 of this Prospectus.

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## CHAIRMAN'S LETTER

2 June 2017

Dear Investor

As announced on 26 May 2017, the Company successfully completed a placement of 30,523,273 shares at \$0.017 per share to raise \$518,895 from sophisticated investors.

The placement was corner-stoned by entities associated with James Spenceley and Tony Grist who are prominent Technology and Telecom entrepreneurs.

In conjunction with the placement the Board considered it appropriate to allow shareholders to participate in a Rights Issue on the same terms as the Placement.

### Positioning CCP for Growth

CCP was re-admitted to the Australian Stock Exchange (ASX) in mid-September 2016. Over the past 8 months, we have built a solid business foundation.

The Company provides its wireless Internet of-Things (IoT) critical control point monitoring solution to support governance, risk, compliance and business improvement. Our current target market is the food industry, including (but not limited to) food retailers, food service businesses (cafés, restaurants, caterers), food production, hospitals and aged care settings.

CCP utilises IoT networks to deliver critical control point data through its Business Intelligence platform. CCP provides the information required to pro-actively manage critical control points across a range of industries including food. The solution can be extended to automate and manage log sheets and other food safety records using tablets and other smart devices.

The CCP Solution is offered under a Software as a Service (SaaS) model providing smart continuous monitoring and compliance at an affordable price for any sized organisation.

In January 2017, CCP commenced sales in the Australian and US markets. We have successfully secured a diverse range of customers under 24-month solution-as-a-service (SaaS) contracts. Our sales opportunity pipeline includes large enterprises in Australia and the US. They represent significant potential for expansion in the months ahead; however, larger customers normally have a longer sales lead-time. In contrast, we have a strong pipeline of smaller sales leads which are typically faster to close.

On the back of successfully completing the Placement, this Entitlement Offer provides funding for continued business development and working capital requirements. In addition to reading this Prospectus, I urge you to review recent monthly Shareholder Updates – which provides customer profiles and general information on Company progress – and the Investor Presentation released to the ASX on 26 May 2017.

### The Offer

On behalf of the Board, I am pleased to present you with a Prospectus for the Company's pro-rata entitlement offer. Each Eligible Shareholder is being offered the right to acquire additional fully paid ordinary shares in the Company (**New Shares**) at an issue price of 1.7 cents (\$0.017) per New Share to raise approximately \$805,000 (**Rights Issue**). The number of New Shares to which you are entitled is specified in the enclosed Entitlement and Acceptance Form. This has been determined on the basis of one New Share for every five Shares registered in your name as at 5.00pm (EST) on 7 June 2017. In

addition, Eligible Shareholders may apply for additional fully paid ordinary shares pursuant to the Shortfall.

In addition to being able to apply for New Shares in the manner described in this Prospectus, Eligible Shareholders also will have the opportunity to apply for New Shares that are not subscribed for under the Rights Issue (**Shortfall Shares**). The Rights Issue and the Shortfall Shares are collectively referred to as "**the Entitlement Offer**".

#### **Purpose of the Offer**

The Offer is being conducted to:

- (a) provide funding for business development and further commercialising the technology;
- (b) meet the expenses of the Entitlement Offer; and
- (c) provide working capital.

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

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

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

**Yours sincerely**

A handwritten signature in black ink, appearing to be 'Leath Nicholson', written in a cursive style.

Leath Nicholson

**Non- Executive Chairman**



## SECTION 1: INVESTMENT OVERVIEW AND DETAILS OF THE OFFER

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

### 1.1. The Entitlement Offer

#### Highlights of the Offer

- one-for-five non-renounceable Rights Issue of New Shares at an issue price of 1.7 cents per New Share;
- Shareholders may apply for extra New Shares in addition to their Entitlement under the Shortfall Offer; and
- placement of any Shortfall of New Shares (if applicable) from the Rights Issue.

#### Pro Rata Entitlement

By this Prospectus the Company offers its Shareholders, as recorded on the Share Registry records on the Record Date and who are Eligible Shareholders who may accept the offer made under this Prospectus, a non-renounceable pro rata issue of New Shares based on one New Share for every five Shares held by Eligible Shareholders on the Record Date.

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

The maximum number of New Shares to be issued under the Entitlement Offer is approximately 47.3 million New Shares.

The maximum amount to be raised by the Entitlement Offer is approximately \$805,000. Please refer to Section 3.1 for details on the purpose of the Entitlement Offer and Section 3.2 for details on how we intend to use the amount raised by the Entitlement Offer.

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

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

#### Additional Shares

In addition to being able to apply for New Shares in the manner described in this Prospectus, Eligible Shareholders also will have the opportunity to apply for New Shares that are not subscribed for under the Rights Issue (**Shortfall Shares**).

The Rights Issue and the Shortfall Shares are collectively referred to as "the Entitlement Offer". Further details regarding the New Shares and the Shortfall Shares are set out in section 4.1.

#### Rights

The Entitlement Offer is non-renounceable, which means that the Rights are not transferrable or tradeable and will not be listed on the ASX.

### 1.2. Is the Entitlement Offer underwritten?

The Entitlement Offer is not underwritten.

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

The Offer is being conducted to:

- (a) provide funding for business development and further commercialising the technology;
- (b) meet the expenses of the Entitlement Offer; and
- (c) provide working capital.

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

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

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

The key risks associated with an investment in the Company are as follows:

#### **(a) Capital Risk**

The ability of the Company to continue is principally dependent on the successful commercialisation of its intellectual property in a manner that generates sufficient operating cash inflows. There is a risk that additional funding will be required.

There is no assurance that additional funding will be available to the Company in the future or be secured on acceptable terms or at acceptable rates. If adequate funds are not available, the Company's business operations could be negatively affected and the advance of the Company's commercialisation may be hampered.

#### **(b) Protection of IP/IT**

At the core of CCP's business is its proprietary application software, firmware and device and the associated intellectual property at the core of the CCP Solution which is key to future success. The Company has taken steps to protect its IP through the application of patents in Australia, United States, EU and other countries. In addition, the Company has an existing trademark in Australia and has applications in progress in other target countries.

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

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

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

Effective patent, trademark, copyright and trade secret protection may not be available to CCP in every country in which the CCP Solution may be eventually launched. Accordingly, despite

efforts, CCP may not be able to prevent third parties from infringing upon or misappropriating its intellectual property in that country.

(c) Dependence on the Internet and telecommunications infrastructure.

The success of the CCP Solution will depend to some extent on:

- 1) the cost, availability and stability of telecommunications infrastructure; and the infrastructure over which devices directly communicate with each other; and
- 2) the Internet.

The utility of both connectivity and the Internet carrying communications between devices can be adversely impacted upon because of the rapidly increasing demands for bandwidth, data security, reliability, cost, accessibility and quality-of-service. Delays in the development or adoption of new standards and protocols to handle these increased demands may impact on the adoption of the CCP Solution and ultimately the success of the CCP business. The performance of the Internet has been harmed by “viruses”, “worms” and similar malicious programs, and the Internet has experienced a variety of outages and other delays because of damage to portions of its infrastructure.

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

It should be noted that the CCP Solution does not rely solely on access to the Internet to function, however, the experience may be enhanced if connection is made.

(d) Commercialisation Risk

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

(e) Hacker risk, Technology / disruption / corruption / system failure

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

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

(f) Extensive competition

There is a great deal of interest in the IoT and device connectivity. Accordingly, there is competition. There can be no assurances that the competitive environment will not change adversely due to actions of competitors or changes in customer preferences.

(g) Loss of key personnel

The Company relies heavily on the experience and knowledge of Michael White and Anthony Rowley. If any of these persons or other key personnel that the Company employs or subsequently recruits leaves the Company and the Company was unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.

(h) Research and development risks

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

(i) Relationships with suppliers

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

(j) Growth prospects and company expansion plans

The Company's growth prospects are dependent upon a number of factors, including general acceptance of customers of the CCP Solution being a cost effective, systematic monitoring and management of critical control points which protects businesses from brand damage, operational loss, disruption and liability; and supports compliance with regulatory requirements. If the Company fails to execute any expansion plan, its financial performance is likely to be negatively affected.

The CCP Solution can be used across a range of industries. However, the Company's current focus is the food sector. CCP recognises the rate of growth will be enhanced through effective technology and sales channel partnerships. Additionally, CCP is entering verticals where it considers significant benefits to end users will be realised quickly. Raising the visibility of the CCP Solution in this way will stimulate further interest from other potential partners. This is commonly known as 'seeding the market' and is used for similar purposes by other companies involved in IP licensing.

## (k) Regulatory risks

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

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

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

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

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

In addition, there may be increased regulation and therefore increased regulatory compliance costs for CCP’s business in respect of such areas of:

- 1) spectrum management;
- 2) interoperability and open systems;
- 3) network resilience and security;
- 4) security and data privacy;
- 5) data sharing; and
- 6) numbering.

As laws and regulations develop around each of these areas in jurisdictions in which the CCP technology is located, or in which data necessary for the application of the technology is collected, transferred, accessed, stored or analysed, there may be increased regulatory compliance costs for CCP’s business. However, these costs may be off-set to some degree by the increased take up and adoption of IoT applications in general, and CCP Solution in particular, as customer confidence in the security, safety and reliability of these IoT technologies increase.

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

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

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

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

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

Description	Number
Existing issued fully paid ordinary shares	236,678,431
New Shares (fully paid ordinary) offered under this Prospectus	47,335,686
<b>TOTAL</b>	<b>284,014,117</b>

A total of 71,783,786 fully paid ordinary shares are subject to ASX escrow which represents approximately 25% of all issued shares that will be on issue following the allotment of New Shares and assuming the Offer is fully subscribed. These shares will be released from escrow on 15 September 2018.

The Company has the following unlisted options on issue which have not yet vested with various exercise prices and expiry dates. These options are currently not capable of being converted into shares.

Code	Number of Options	Exercise Price	Expiry Date
CT101	2,000,000	\$0.10	15/12/2020
CT102	2,000,000	\$0.10	15/12/2020
CT103	1,533,000	Nil	15/12/2019

The Company has on issue a total of 35,000,000 Milestone Shares being 15,000,000 Milestone Shares for each outstanding performance target and 5,000,000 additional Milestone Shares should performance target three be met by 13 June 2017. These shares were issued in September 2016 as part of the acquisition of CCP Group and will convert to ordinary shares of the basis of one ordinary share for every five milestone shares held. The Milestone Shares will only convert if the milestone performance targets are met. In March 2017, the Company converted 15,000,000 Milestone shares to 3,000,000 Ordinary Shares as a result of the first milestone target being achieved in accordance with the agreement. All rights to additional milestone shares which were capable of conversion on expediting the time frame have either lapsed or been waived.

The outstanding milestone targets are:

- (a) Milestone two performance target of \$750,000 revenue generated from the sale or license of the CCP Solution and the first sales in the United States of America by 13 September 2017; and
- (b) Milestone three performance target of \$2,000,000 revenue generated from the sale or license of the CCP Solution and the first sales in Europe by 13 March 2018.

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

#### **1.6. What are the costs associated with the Company making this Entitlement Offer?**

The total estimated expenses of the Entitlement Offer payable by the Company, including share placement commissions and fees, corporate advisory fees, accounting fees, legal fees, lodgement fees, listing fees, fees for other advisers, prospectus design, printing, advertising and other miscellaneous expenses (including taxes and other government charges), will be

approximately \$60,601 (excluding GST). The following table shows a breakdown of the estimated costs of the Entitlement Offer (excluding GST):

Particulars	Amount
Administrative and Regulatory	\$18,980
Corporate Advisory costs – Rights Issue	\$12,071
Corporate Advisory costs – Shortfall <sup>a</sup>	\$21,150
Printing, postage and dispatch costs	\$8,400
<b>TOTAL</b>	<b>\$60,601</b>

<sup>a</sup> The corporate advisory costs relating the shortfall will only be paid if the advisors assist in placing the shortfall.

## 1.7. Business of the Company

### What does the Company do?

CCP develops, manufactures and sells a Critical Control Point monitoring solution. Critical Control Points are the points in a supply chain where a failure of standard operating procedure has potential to cause serious harm to people - and to a business' reputation and bottom line. Standard Critical Control Points and management issues include, but are not limited to:

- Temperature – perishable food safety, biological material safety, regulatory compliance reduced wastage, underpinning supply chain quality and risk management
- Energy – usage, continuity of supply, identification of appliances
- Environment – air and water quality, pH, chemicals, noise, acoustics and gases
- Movement – location monitoring including goods and mobile assets to underpin spatial information systems, security and usage.

CCP empowers businesses to make better decisions with an affordable, sophisticated Internet of Things (IoT) monitoring solution, which captures and interprets real-time Critical Control Point information. CCP has initially focused on temperature, humidity and door open/close monitoring with its network platform designed to incorporate other Critical Control Points over time. CCP is currently targeting the food industry, where monitoring temperature is critical for health and safety reasons, regulatory compliance and prevention of financial loss.

The CCP Solution is a cost-effective solution based upon a monthly charge for a minimum subscription period of 2 years; i.e. a solution-as-a-service (SaaS) model. The revenue subscription is determined by the number of monitoring points deployed which at a minimum is one point per item of equipment being monitored.

## Who are the Directors?

### **Leath Nicholson (Non- Executive Chairman)**

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

He also has significant experience in corporate and commercial based dispute resolution.

Leath holds the following formal qualifications:

Bachelor of Economics (Honours).

Bachelor of Laws (Honours).

Master of Laws (Commercial Law)

### **Anoosh Manzoori (Non-Executive Director)**

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

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

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

Anoosh is a member of the Institute of Company Directors.

Anoosh holds the following formal qualifications:

Bachelor of Science.

Graduate Diploma in Business Enterprise, Business.

### **Adam Gallagher ( Non-Executive Director)**

Adam has strong experience and working knowledge of the Technology sector, M&A transactions, finance and capital markets through nearly twenty years of commercial, IT and investment experience across major banks, stock exchanges, digital media, communications, private equity and listed companies. For the last ten years he has predominantly worked with expansion stage technology businesses both listed and unlisted as an officeholder, advisor and investor. In addition to his role with CCP Technologies Limited, Adam is an Executive Director and Company Secretary for EnviroSuite Limited (ASX:EVS). He also had seven years of funds management experience as a microcap manager consistently achieving returns well above the All Ords Index.

Adam holds the following formal qualifications:

Bachelor of Economics.

Master in Commerce.

Graduate Diploma in Information Systems.

Graduate Diploma in Applied Corporate Governance.



**Michael White (Executive Director & CEO)**

Michael has over 25 years' executive experience in cold chain management and brings global food industry connections. Michael has a track-record of successfully developing technology businesses in food production and supply chain management across Asia Pacific and North America.

Michael holds the following formal qualifications:

Bachelor of Agricultural Science (La Trobe University).

Master of Environmental Science (Melbourne University)

**Anthony Rowley (Executive Director & COO)**

Anthony has an extensive background in corporate governance, sales and marketing, business planning and administration. He was involved in the creation of Telstra Internet and some of Australia's early e-commerce initiatives. With more than 25 years' experience in private and public-sector organisations, he is an experienced business advisor and executive manager.

**Who are the Key Persons?**

Michael White and Anthony Rowley whose details are set out above are considered the key persons in respect of the Company's operations and objectives.

**1.8. Directors' Intentions in respect of Entitlements**

The Board have determined that as the Executive Directors already hold a substantial interest in the Company it is in the best interests of the Company that they will not participate in exercising their maximum entitlement. Other Directors who hold either a direct or indirect interest have indicated that they intend to take up their entitlements. This action will result in diversification of the shareholder base and increase the available free float of the Company's Shares. As at the date of this Prospectus, the following Directors have either a direct or indirect interest in the Shares.

Set out below is a table summarising the Rights of each Director (based on their current holding) and how they intend to treat their Rights:

Director	Shares	Entitlement	Intentions
Leath Nicholson	Nil	Nil	N/A
Anoosh Manzoori	Nil	Nil	N/A
Michael White	33,836,300	6,767,260	No
Anthony Rowley	32,597,700	6,519,540	Yes <sup>1</sup>
Adam Gallagher	2,927,456	585,491	Yes

1 An entity related to Anthony Rowley intends to participate in the Offer to the extent of 158,600 New Shares.

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

Director	Options	Exercise Price	Exercisable
Leath Nicholson	2,000,000	\$0.10	No, vesting 15/12/2018
Anoosh Manzoori	2,000,000	\$0.10	No, vesting 15/12/2018

### 1.9. How to apply for the New Shares

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

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

In addition to being able to apply for the New Shares, Eligible Shareholders will also have the opportunity to apply for New Shares that are not subscribed for under the Rights Issue (**Shortfall Shares**).

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

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

### 1.10. Allocation of Shares and disbursement of Application Money

Application will be made to ASX within 7 days after the date of issue of this Prospectus for quotation of New Shares. No allotment of New Shares will be made until permission has been granted by the ASX for the quotation of the Shares on terms acceptable to the Directors. If the application for quotation is unsuccessful, all Application Monies will be repaid to Applicants without interest.

The New Shares will be issued as soon as practicable after the Closing Date. Application Monies will be held in a trust account until New Shares are issued. Interest on Application Monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued.

The Company has absolute discretion regarding the allocation of Shares under the Entitlement Offer to Applicants. In considering the allocation of Shares under this Prospectus to Applicants, the Company will have regard to a number of factors, including but not limited to the number of Shares applied for, the overall level of demand under the Entitlement Offer, the desire for an informed market and the desire for an active and orderly secondary market.

Investors should note that the Directors retain an overriding right to accept any Application under the Entitlement Offer in full, to accept any lesser number of Shares or to decline any Application. Applicants must not assume that the Shares they apply for, or any number of Shares, will be issued to them in response to their Application. Before dealing in any Shares, Applicants must satisfy themselves as to their actual holding of Shares.

If any Application under the Offer is rejected, in whole or in part, the relevant Application Monies will be refunded to Applicants without interest. Where the number of Shares issued is less than the number applied for by the Applicant, the surplus Application Monies will be returned by cheque within 14 days after the Closing Date. Where no Shares are issued, the Application Monies will be returned in full by cheque within 30 days of the Closing Date.

#### **1.11. Withdrawal**

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

#### **1.12. Taxation**

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

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

#### **1.13. Enquiries**

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

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

## **SECTION 2: KEY RISKS**

### **2.1. Risks Relating to New Shares**

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

The Directors have considered and identified in this section of the Prospectus the critical areas of risk associated with investing in the New Shares. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares.

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

## **2.2. Specific Risks**

### **(a) Capital Risk**

The ability of the Company to continue is principally dependent on the successful commercialisation of its intellectual property in a manner that generates sufficient operating cash inflows. There is a risk that additional funding will be required.

There is no assurance that additional funding will be available to the Company in the future or be secured on acceptable terms or at acceptable rates. If adequate funds are not available, the Company's business operations could be negatively affected and the advance of the Company's commercialisation may be hampered.

### **(b) Protection of IP/IT**

At the core of CCP's business is the CCP Solution which comprises smart monitoring tags that self-configure into their own network and seamlessly interface to existing networks (via Wi-Fi) – a plug and play approach. Clients can access information either locally (via Bluetooth LE) or on the Cloud using standard devices such as computers, smartphones and tablets. The CCP web-based platform provides access to the monitoring network dashboard, including diagnostics, performance instruments, temperature reports and alerts. The intellectual property at the core of the CCP Solution is critical to its success. There is a risk that other individuals or companies may claim to have an interest in the intellectual property utilised by CCP in which case CCP may be at risk of infringing third party intellectual property rights.

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

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

However legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain, and particularly so with software. Effective patent, trademark, copyright and trade secret protection may not be available to CCP in every country in which the CCP Solution may be eventually sold or otherwise launched. Accordingly, despite its efforts, CCP may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

Market conditions depending, CCP may be required to incur significant expense in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company, cause a distraction to management, and ultimately damage its business.

The success of the CCP Solution will depend to some extent on:

- 1) the availability and stability of telecommunications infrastructure; and in particular, the infrastructure over which devices directly communicate with each other; and
- 2) the Internet.

The utility of both connectivity and the internet carrying communications between devices can be adversely impacted upon because of the rapidly increasing demands for bandwidth, data security, reliability, cost, accessibility and quality-of-service. Delays in the development or adoption of new standards and protocols to handle these increased demands may impact on the adoption of the CCP Solution and ultimately the success of the CCP business. The performance of the Internet has been harmed by “viruses”, “worms” and similar malicious programs, and the Internet has experienced a variety of outages and other delays because of damage to portions of its infrastructure.

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

It should be noted that the CCP Solution does not rely solely on access to the internet to function, however the experience may be enhanced if connection is made.

**(c) Liquidity Risk**

Assuming the Rights Issue is fully subscribed, the Company will have on issue approximately 284 Million shares on issue of which 71.8 Million shares (approximately 25%) are classified as restricted securities until 15 September 2018 this may give rise to an increased liquidity risk as a significant portion of the issued capital may not be able to be traded freely for a period of time.

**(d) Standardisation Risk**

The application and use of different technologies in the IoT sector is presently subject to many different standards due to the absence of any agreed architecture framework for IoT solutions. Whilst CCP is hopeful that its CCP Solution may present the opportunity for adoption as a future standard, because of the activity of others at this time in the sector using different standards, no assurance can be given that CCP’s technology will be adopted as the standard in the future.

**(e) Commercialisation Risk**

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

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

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

Whilst CCP have sought as part of the design of the CCP Solution to incorporate security aspects no assurance can be given at this time that the CCP Solution will be immune from the usual range of IoT technology risks.

To mitigate any risks associated with security, CCP has implemented within its design an AES (Advanced Encryption Standard) encryption algorithm in the CCP Solution.

**(g) Extensive competition**

There is a great deal of interest in the IoT and device connectivity. Accordingly, there can be no assurances that the competitive environment will not change adversely due to actions of competitors or changes in customer preferences. The Company's financial performance or operating margins could be adversely affected if the actions of competitors or potential competitors become more effective, or if new competitors enter the market and the Company is unable to counter these actions.

**(h) Reliance on Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and directors. The Company will rely heavily on the experience and knowledge of Michael White and Anthony Rowley. If any of these persons or other key personnel that the Company employs or subsequently recruits leaves the Company and the Company was unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company. There can be no assurance that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of these key management personnel cease their engagement with the Company and suitable replacements are not identified and engaged in a timely manner.

**(i) Risk of High Volume of Share Sales**

If the rights issue is fully subscribed, the Company will have issued a significant number of new securities to various parties. It may be the case that some of the CCP Shareholders may not intend to continue to hold these securities and may wish to sell them (subject to any applicable escrow period). There is a risk that an increase in the number of people wanting to sell Shares may adversely impact on the market price of the Company's Shares.

**(j) Research and Development Risks**

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

**(k) Relationship with suppliers**

The Company will rely upon sourcing products from various suppliers and any material adverse change in the Company's relationships with its suppliers, its terms of trade, or the ability of key suppliers to service orders could have an adverse impact on the Company's prospects.

CCP currently contracts a key supplier to manufacture to its specifications the smart tag component which forms part of the CCP Solution. CCP's smart tag is agnostic of the manufacturer and it is intended to engage further suppliers to ensure that any potential problems with availability are mitigated.

## **(l) Material arrangements**

CCP and its subsidiaries have entered various material arrangements which are important to the future of the Group. Any failure by counterparties to these arrangements, or any other arrangements identified in this Prospectus, to perform their obligations under such material arrangements may have a material adverse effect on the Group, and therefore no assurance can be given that the Group would be successful in attempting to any of its rights through legal action.

## **(m) Growth prospects and company expansion plans**

The Company's growth prospects are dependent upon a number of factors, including general acceptance of customers of the CCP Solution being a cost effective, systematic monitoring and management of Critical Control Points which protects businesses from brand damage, operational loss, disruption and liability; and supports compliance with regulatory requirements.

The CCP Solution can be used across a range of industries with the current focus on the food sector.

If the Company fails to execute any expansion plan, its financial performance is likely to be negatively affected.

CCP recognises that growth will be achieved through partnerships with resellers it creates. The CCP Solution has diverse appeal and application and as such the partnerships either formed or being created are in a diverse set of industry verticals.

## **(n) Regulatory risks**

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

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

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

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

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

In addition, there may be increased regulation and therefore increased regulatory compliance costs for CCP's business in respect of such areas of:

- 1) spectrum management;
- 2) interoperability and open systems;

- 3) network resilience and security;
- 4) security and data privacy;
- 5) data sharing; and
- 6) numbering.

As laws and regulations develop around each of these areas in jurisdictions in which the CCP technology is located, or in which data necessary for the application of the technology is collected, transferred, accessed, stored or analysed, there may be increased regulatory compliance costs for CCP's business. However, these costs may be off-set to some degree by the increased take up and adoption of IoT applications in general, and CCP solution in particular as customer confidence in the security, safety and reliability of these IoT technologies increase.

## **2.3 General Risks**

### **(a) General Economic Climate**

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

### **(b) Stock Market Conditions**

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

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

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

### **(c) Government Policy Changes**

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

### **(d) Foreign Currency and Exchange Rate Fluctuations**

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

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

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



## General

The above list of risk factors, specific and general, ought not to be taken as exhaustive of the risks faced by the Company or by the investors in the Company. Any combination of the above factors may materially affect any business operations or the financial performance of the Company and the value of its securities. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities. To the extent the Shares offered in this Prospectus are subject to significant risk and uncertainty with respect to return or preservation of capital, the price (if any) at which the Shares may trade and the payment of dividend in any future time. Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

## SECTION 3: PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

### 3.1. Purpose of the Entitlement Offer

The Entitlement Offer is being conducted to:

- a) provide funding for business development and further commercialising the technology;
- b) meet the expenses of the Entitlement Offer; and
- c) provide working capital.

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

Set out in the table below is an estimated breakdown of the expenditure of the funds in each of the areas of activity together with a working capital estimate and the costs of the Entitlement Offer in circumstances of the Entitlement Offer being fully subscribed.

Activity	Amount
Product & business development	\$600,000
General & administrative (working capital allowance)	\$145,106
Costs of issue (refer Section 1.6 for further details)	\$60,601
<b>Total</b>	<b>\$805,707</b>

The Company intends to raise up to \$805,707 before costs.

Specifically, the Company intends to use the proceeds over the next four fiscal quarters as follows:

- continue the business development of the CCP Solution;
- completion of the development of Generation 2 hardware and software and wireless probe;
- promote awareness and interest in the products through partnerships with larger organisations and via social media such as Facebook® and various special interest sites and industry journals; and
- continue to operate the Company and support its current products over the next year.

The Company intends to pursue these initiatives in parallel; for example, actively undertaking business development activities in Australia and the United States whilst completing the development of Generation 2 tags in India.

The Company may not successfully raise the full amount of the offering. If insufficient funds are raised, the Company will scale-back planned activities, general management and Company operations.

### 3.3. Effect of the Offer on the Company

#### Pro forma statement of financial position

To illustrate the effect if the Offer on the Company, the Company's pro forma statement of financial position as at 31 December 2016 is set out below. The pro forma historical statement of financial position is adjusted only for completion of the Placement and Entitlement Offer.

#### STATEMENT OF FINANCIAL POSITION

	Consolidated Group			
	31-Dec-16	May-17	Jun-17	Jun-17
	(Audit Reviewed)	(Unaudited)	(Unaudited)	(Unaudited)
		Placement <sup>1</sup>	Rights Issue <sup>2</sup>	(pro forma position)
	\$	\$	\$	\$
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	1,577,181	487,761	744,106	2,809,049
Trade and other receivables	37,436	-	-	37,436
Prepayments	111,925	-	-	111,925
<b>TOTAL CURRENT ASSETS</b>	<b>1,726,542</b>	<b>487,761</b>	<b>744,106</b>	<b>2,958,410</b>
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment	23,996	-	-	23,996
<b>TOTAL NON-CURRENT ASSETS</b>	<b>23,996</b>	<b>0</b>	<b>0</b>	<b>23,996</b>
<b>TOTAL ASSETS</b>	<b>1,750,538</b>	<b>487,761</b>	<b>744,106</b>	<b>2,982,406</b>
<b>CURRENT LIABILITIES</b>				
Trade and other payables	124,716	-	-	124,716
Liabilities directly associated with assets classified as held for sale	26,940	-	-	26,940
<b>TOTAL CURRENT LIABILITIES</b>	<b>151,656</b>	<b>0</b>	<b>0</b>	<b>151,656</b>
<b>TOTAL LIABILITIES</b>	<b>151,656</b>	<b>0</b>	<b>0</b>	<b>151,656</b>
<b>NET ASSETS</b>	<b>1,598,882</b>	<b>487,761</b>	<b>744,106</b>	<b>2,830,750</b>
<b>EQUITY</b>				
Issued capital	5,693,236	487,761	744,106	6,925,104
Share based payment reserve	4,497	-	-	4,497
Foreign currency translation reserve	(4,476)	-	-	(4,476)
Accumulated losses	(4,094,375)	-	-	(4,094,375)
<b>TOTAL EQUITY</b>	<b>1,598,882</b>	<b>487,761</b>	<b>744,106</b>	<b>2,830,750</b>

1. Gross proceeds from placement of \$518,895 completed 26 May 2017 less costs associated with placement totalling \$31,134.

2. Gross Proceeds from Entitlement Issue assuming fully subscribed of \$805,707 less costs associated with the Entitlement Issue of \$60,601.

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

The pro forma financial information in this section is based on the Company's audit reviewed half year accounts for the period ended 31 December 2016. It has been prepared in accordance with the recognition and measurement principles of Australian International Financial Reporting Standards.

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

## **SECTION 4: DETAILS OF THE ENTITLEMENT OFFER**

### **4.1. Details of the Entitlement Offer**

#### **New Shares**

The Company offers Eligible Shareholders the right to participate in a pro-rata non-renounceable rights issue of one (1) New Share for every five (5) Shares held at the Record Date at an issue price of 1.7 cents (\$0.017) each.

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

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

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

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

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

#### **Shortfall Shares**

In addition to being able to apply for New Shares, Eligible Shareholders also will have the opportunity to apply for Shortfall Shares which may be allotted at the discretion of the Directors.

The Shortfall Shares will be issued at the same price and on the same terms as the New Shares.

Eligible Shareholders may only make an application for Shortfall Shares if they accepted their maximum entitlement of New Shares under the Rights Issue.

Shortfall Shares will only be issued if the Rights Issue is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions. If the Company receives applications for Shortfall Shares that would result in the Rights Issue being oversubscribed then the Company will scale back all applications received for Shortfall Shares to the extent of the oversubscription at the Directors' discretion. In the event of a scale back, all Application Monies received but not applied towards subscriptions under the Rights Issue will be refunded as soon as practicable without interest. No Shortfall Shares will be issued to an Applicant if to do so would result in a breach of the Listing Rules, the Corporations Act or any other law, including (without limitation) the restrictions on obtaining or increasing relevant interests of greater than 20% of the Company's issued voting shares under Chapter 6 of the Corporations Act. No interest will be paid on Application Monies returned.

#### **Allotment of Shortfall Shares**

The Company may, following the Closing Date of the Offer, and subject to the Corporations Act and the Listing Rules, accept applications for the issue of any or all of the Shortfall Shares that are not successfully subscribed for under the Offer at an issue price not less than the price being offered under this Prospectus. The Company may pay fees or commissions determined at the time of offering or issuing New Shares from the Shortfall.

Recipients of Shortfall Shares need not be existing Shareholders of the Company.

#### **Closing Date**

Applications under the Offer must be received by no later than 5.00pm (EST) on the Closing Date of 21 June 2017.

#### **4.2. Underwriting**

The Offer is not underwritten.

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

Eligible Shareholders may either:

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

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

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

#### **4.4. Accepting your Rights Entitlement**

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

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

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

The completed Entitlement and Acceptance Forms together with a cheque or money order for the applicable Application Monies (being the offer price of 1.7 cents (\$0.017) per New Share

multiplied by the number of New Shares applied for) must be mailed to the postal address, or delivered by hand to the delivery address set out below:

In Australia:

POSTAL

Advanced Share Registries Limited  
PO Box 1156  
Nedlands WA 6909  
Australia

HAND DELIVERY

Advanced Share Registries Limited  
110 Stirling Highway  
Nedlands WA 6909  
Australia

All acceptances must be received at the Company's Australian Share Registry by 5:00pm (EST) on 21 June 2017 being the Closing Date of the Offer or such later date as the Company may specify.

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

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

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

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

***If paying by BPAY:***

To apply and pay via BPAY, you should:

1. read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
2. make your payment via BPAY for the number of Shares you wish to subscribe for (being the offer price of 1.7 cents (\$0.017) per New Share multiplied by the number of New Shares you are applying for) so that it is received no later than 5:00pm (EST) on 21 June 2017, or such later date as the Company may specify. You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution.

If you choose to pay via BPAY you are not required to submit the Entitlement and Acceptance Form. If your BPAY payment is received by 5:00pm (EST) on 21 June 2017 or such later date as the Company may specify, New Shares (offered on a 1 for 5 basis) up to the payment amount received are anticipated to be allotted to you on the Dispatch Date (which date may change without notice).

The issue of any Shortfall Shares for which payment is received is dependent upon sufficient Shortfall Shares being available. Any payment made by BPAY for an amount greater than the amount of an Applicant's entitlement under the Entitlement Offer, will be taken to amount to an application for Shortfall Shares for the total of that additional amount.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

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

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

Your Application or payment may not be accepted if received after 5:00pm (EST) on the Closing Date or such later date as the Company may specify, in which case no New Shares would be issued to you in respect of that Application or payment, and any payment received will be refunded to you in accordance with section 1.10.

The Directors may at their discretion issue New Shares in response to Entitlement and Acceptance Forms received after the Closing Date and time, but are under no obligation to do so.

The amount payable on Application will be deemed not to have been received until the Company is in receipt of cleared funds. Payments in cash will not be accepted.

If the amount of payment is insufficient to pay in full for the number of New Shares you applied for, or is more than the number of New Shares you applied for, you will be taken to have applied for such whole number of New Shares which you are entitled to and which is covered in full by your payment. Alternatively, the Company may in its discretion reject your Application, in which case any payment will be refunded to you in accordance with section 1.10.

If you apply for Shortfall Shares in excess of your entitlement and you are not allocated all or some of the Shortfall Shares applied for, the relevant payment in respect of the un-allocated Shortfall Shares will be refunded to you after the Despatch Date in accordance with the Corporations Act, without interest.

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

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

Subject to the requirements of the Corporations Act and the Listing Rules, the Directors may (at their discretion) issue New Shares for which acceptances or payments have not been received by the Closing Date, up to the maximum number referred to in this Prospectus to third-party investors who may or may not be existing shareholders of the Company.

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

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

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

## **SECTION 5: ADDITIONAL INFORMATION**

### **5.1 Additional available information – continuous disclosure obligations**

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

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

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

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

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

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

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus. The Company is not aware of any matters that need to be disclosed under this section of the

Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus. The Company has from time to time entered into and continues confidential discussions and/or negotiations with potential commercial partners. While the Company continues to seek potential commercial partners and to advance discussions or negotiations, there is no certainty that any arrangement(s) will be finalised on particular terms, at a specific time, or at all.

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

## 5.2 Company announcements

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

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

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

Date	Headline
14/10/2016	Change of Director's Interest Notice
14/10/2016	Initial Director's Interest Notice
14/10/2016	Initial Director's Interest Notice
17/10/2016	Notice of Annual General Meeting
18/10/2016	US Sales and Key Appointment
21/10/2016	Appendix 4C - quarterly
24/10/2016	Ceasing to be a substantial shareholder
18/11/2016	Annual General Meeting Proxy Results
18/11/2016	CEO presentation - AGM
18/11/2016	Results of Annual General Meeting
21/11/2016	Retirement of Director
21/11/2016	Final Director's Interest Notice
21/11/2016	Resignation of Joint Company Secretary
21/11/2016	Change of Company Name and ASX Code
21/11/2016	Change of Registered Office



29/11/2016	First CCP installation for national food business
16/12/2016	Appendix 3B
25/01/2017	CEO and COO Employment contracts

Date	Headline
30/01/2017	Appendix 4C – quarterly
28/02/2017	Appendix 4D
28/02/2017	Half Year Report and Accounts
02/03/2017	Shareholder Update
06/03/2017	Director resignation
06/03/2017	Final Director's Interest Notice
07/03/2017	CCP Solution sale in US
09/03/2017	CCP partners with Thinxtra's Sigfox IoT
22/03/2017	Appendix 3B
22/03/2017	Change of Director's Interest Notice
22/03/2017	Achievement of first milestone performance target
22/03/2017	Change of Director's Interest Notice
04/04/2017	Letter to Shareholders
21/04/2017	March 2017 quarterly report
21/4/2017	Investor Presentation
01/05/2017	Change of Director's Interest Notice
01/05/2017	Change of Director's Interest Notice
02/05/2017	Shareholder update
23/05/2017	CCP Sales progress
25/05/2017	Entitlement offer and Placement
25/05/2017	Appendix 3B
25/05/2017	CCP completes placement
26/05/2017	Investor Presentation
30/05/2017	Appendix 3B
30/05/2017	Cleansing Notice
01/06/2017	Becoming a substantial holder

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

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

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

## Interests of Directors – Existing Security Interests

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

Director	Shares
Leath Nicholson	Nil
Anoosh Manzoori	Nil
Michael White	33,836,300
Anthony Rowley	32,597,700
Adam Gallagher	2,927,456

## Interests of Directors – Participation in the Rights Issue

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

Director	Entitlement under Rights Issue	Total interest if full entitlement is taken up
Leath Nicholson	Nil	Nil
Anoosh Manzoori	Nil	Nil
Michael White	6,767,260	40,603,560
Anthony Rowley	6,519,540	39,117,240
Adam Gallagher	585,491	3,512,947

The Executive Directors have all indicated they do not intend to participate in the Entitlement Offer, other than Anthony Rowley who will participate to the extent of 158,600 New Share Further details are set out in section 1.8. Other Directors who hold shares at record date intend to participate in the Offer. The Directors cannot apply for New Shares in respect of the Shortfall without first obtaining shareholder approval. As a result, the Directors will not be participating in the Shortfall.

Except as disclosed in the Prospectus, no Director or proposed Director has, or has had within two years of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion or the Offer; or
  - (ii) the Entitlement Offer; or
- (c) the Entitlement Offer.

## Interests of Directors - Remuneration

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

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

Director	June 2015	July 2015- June 2016	July 2016 – May 2017
Leath Nicholson	Nil	Nil	\$17,277
Anoosh Manzoori	Nil	Nil	\$11,250
Michael White	Nil	\$99,791	\$140,680
Anthony Rowley	Nil	\$48,018	\$157,157
Adam Gallagher	\$2,667	\$32,000	\$27,000

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

#### Interests of advisers

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

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

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

The Company has entered into an advisory mandate with TMT Partners Pty Limited (TMT) to provide advice on, amongst other things, corporate strategy and capital raisings. A retainer fee of \$5,000 per month is payable in respect of this mandate. In addition, following completion of the placement and rights issue, TMT will be paid an advisory fee not exceeding \$64,354.

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

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

TMT Partners Pty Limited (**TMT**) has given and, as at the date hereof, not withdrawn, its written consent to be named as Corporate Advisor in the form and context in which it is named. TMT has had no involvement in the preparation of any part of the Prospectus other than being named as Corporate Advisor to the Company. TMT has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

## 5.5 Material Agreements

The Company has not entered into any material agreements which in the opinion of the Board of Directors is required to be disclosed in this Prospectus. In particular, the Entitlement Offer is not underwritten and as such there is no underwriting agreement.

## 5.6 Privacy Disclosure Statement

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

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

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

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

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

An Applicant who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Share Registrar's Privacy Officer at Advanced Share Registries Ltd (by telephoning +61 8 9839 8033, or by facsimile to +61 8 9839 7871) or the address shown in the Corporate Directory.

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

## 5.7 Overseas Shareholders

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

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

- the number of Shareholders registered outside of Australia and New Zealand;

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

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

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

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

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

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

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

If you are an Excluded Shareholder and would like to explore your options to make further investments in the Company, please contact the Company (on +61 430 432 745 or by email at [companysecretary@ccp-networks.com](mailto:companysecretary@ccp-networks.com)).

### **New Zealand Regulatory Requirements**

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

In New Zealand, this is Part 5 of the *Securities Act 1978* and the *Securities (Mutual Recognition of Securities Offerings - Australia) Regulations 2008*. This Rights Issue and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the *Corporations Act 2001* and Australian Regulations set out how the Rights Issue must be made.

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

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

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

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

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

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

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

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

#### **Other countries**

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

#### **5.8 Disclaimer of responsibility**

Each of the parties referred to in section 5.4:

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

#### **5.9 Directors' consent**

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

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

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

Dated the 2nd day of June 2017

Leath Nicholson 

Non-Executive Chairman

## SECTION 6: DEFINITIONS

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

**AEST** means Australian Eastern Standard Time.

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

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

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

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

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

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

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

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

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

**CCP Solution** means a critical control point solution which is a business-to-business hardware and software solution which provides critical point, real-time and automated temperature and environmental monitoring and reporting.

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

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

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

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

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

**Critical Control Points** is described in section 1.7

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

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

**Entitlement** means the entitlement of an Eligible Shareholder to subscribe for one (1) New Share for every five (5) Shares held at the Record Date pursuant to the Entitlement Offer.

**Entitlement Offer** means the offer made under this Prospectus in respect of a pro-rata issue of Shares at an offer price of \$0.017 per New Share on the basis of one (1) New Share for every five (5) Shares held by Eligible Shareholders.

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

**EST** means Eastern Standard Time in Sydney, New South Wales.

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

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

**IoT** means Internet of Things.

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

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

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

**Options** means the 5,333,333 unlisted Options on issue in the Company as at the date of this Prospectus.

**Optionholder** means a holder of an Option.

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

**Record Date** means 12 June 2017.

**Rights** means Shares held by Shareholders and related Entitlements

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

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

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

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

**Shortfall** means those New Shares under the Entitlement Offer not applied for by Shareholders under their Entitlement by the Closing Date.

**Shortfall Offer** means the offer described in section 4.1 in respect of the Shortfall.



## ENTITLEMENT AND ACCEPTANCE FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

Sub-Register	
HIN / SRN	
Number of Shares held as at the Record Date, 5.00pm (Sydney time) on 7 June 2017	
Entitlement (on the basis of 1 new Share for every 5 existing Shares)	
Amount payable on full acceptance at \$0.017 per New Share	

For a non-renounceable pro rata entitlement offer of approximately 47.3 million new CCP shares (**Shares**) to raise approximately \$0.805 million on the basis of 1 new Share for every 5 existing Shares held at an issue price of \$0.017 per new Share (**Entitlement Offer**).

### NON-RENOUNCEABLE RIGHTS ISSUE CLOSING 5.00PM WST ON 21 JUNE 2017.

#### To the Directors CCP Technologies Limited

- I/We the above mentioned, being registered holder(s) of ordinary shares in your Company as at 5.00pm (Sydney time) on 7 June 2017 hereby accept the below mentioned New Shares in accordance with the enclosed Offer Document dated 2 June 2017 (**Offer Document**);
- I/We hereby authorise you to place my/our name(s) on the register of shareholders in respect of the number of New Shares allotted to me/us and;
- I/We agree to be bound by the Constitution of the Company.


ENTITLEMENT			
(A)	(B)	(C)=(A)+(B)	Total
Number of New Shares applied for (being not more than the Entitlement shown above)	Number of New Shares applied for under Shortfall offer (in excess of the Entitlement shown above)	Number of New Shares applied for	Amount Payable (C) * \$0.017
			\$

### METHOD OF ACCEPTANCE

You can apply for New Shares and make your payment utilising either cheque/bank draft or BPAY® (further details overleaf). Please indicate which payment option you have chosen by marking the relevant box below.

<input type="checkbox"/>	Please enter cheque or bank draft details	<b>Drawer</b>	<b>Bank</b>	<b>Branch</b>	<b>Amount</b>
					\$

OR

<input type="checkbox"/>		You can pay by BPAY®. If you choose to pay by BPAY®, you do not need to return this Entitlement and Acceptance Form. Please refer overleaf for details.
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### CONTACT DETAILS

Name:	
Telephone:	
Email:	

NOTE: Cheques should be made payable to "CCP TECHNOLOGIES LIMITED", crossed "NOT NEGOTIABLE" and forwarded to Advanced Share Registry Ltd, PO Box 1156, Nedlands, Western Australia 6909 to arrive **NO LATER THAN 5.00PM (SYDNEY TIME) ON 21 JUNE 2017**.

**PLEASE REFER OVERLEAF FOR INSTRUCTIONS**

# CCP TECHNOLOGIES LIMITED

REGISTERED OFFICE: Suite 202, 22 St Kilda Rd, St Kilda, VIC 3182, Australia  
SHARE REGISTRY: Advanced Share Registry Ltd, 110 Stirling Highway, Nedlands, Western Australia 6009

## EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of New Shares which you are entitled to accept.
2. Your Entitlement may be accepted either in full or in part by entering the relevant number of New Shares you wish to accept in Box(A). There is no minimum acceptance.
3. If you accept your Entitlement in full, you may also apply for Shortfall Shares. If you wish to do so, enter the number of Shortfall Shares you wish to apply for in Box(B).
4. The price payable on acceptance of each New Share is \$0.017.
5. Please complete the Entitlement and Acceptance Form overleaf.
6. Terms defined in the Offer Document have the same meanings when used in this Entitlement and Acceptance Form.

## APPLICATION INSTRUCTIONS

### Payment Details

You can apply for New Shares by utilising the payment options detailed below. There is no requirement to return this Entitlement and Acceptance Form if you are paying by BPAY®. By making your payment using either BPAY® or by cheque/bank draft, you confirm that you agree to all of the terms and conditions of the Offer as outlined on this Entitlement and Acceptance Form and within the Offer Document.

Your cheque/bank draft should be made payable to "CCP TECHNOLOGIES LIMITED" in Australian currency, crossed "NOT NEGOTIABLE" and drawn on an Australian branch of a financial institution. Please complete cheque/bank draft details overleaf and ensure that you submit the correct amount as incorrect payments may result in your Application being rejected.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s)/bank draft(s) to the Entitlement and Acceptance Form. Cash will not be accepted. A receipt for payment will not be forwarded.

If the amount you pay is insufficient to pay for the number of New Shares you apply for, you will be taken to have applied for such lower number of New Shares as that amount will pay for, or your Application will be rejected. If the amount you pay is more than the amount payable for your full Entitlement, you will be taken to have applied for the maximum number of New Shares you are entitled to apply for. The excess money will be considered as your payment for an Application for additional New Shares under the Shortfall offer.

### Contact Details

Please enter your contact details where requested overleaf. These details will only be used in the event that the Share Registry has a query regarding this Entitlement and Acceptance Form.

### Lodgement of Application

If you are applying for New Shares and your payment is being made by BPAY®, you do not need to return this Entitlement and Acceptance Form however you are encouraged to return it to the Share Registry for reconciliation purposes – so that you can post or send by facsimile (details below). Your payment must be received by **NO LATER THAN 5.00PM (SYDNEY TIME) ON 21 JUNE 2017**. Applicants should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment and should therefore take this into consideration when making payment. It is the responsibility of the Applicant to ensure that funds submitted through BPAY® are received by this time.

If you are paying by cheque/bank draft, your Application must be received by the Share Registry by **NO LATER THAN 5.00PM (SYDNEY TIME) ON 21 JUNE 2017**. You should allow sufficient time for this to occur. Please return your Entitlement and Acceptance Form with cheque/bank draft attached.

Neither the Share Registry nor the Company accepts any responsibility if you lodge the Entitlement and Acceptance Form at any other address or by any other means.

### Privacy Statement

Personal information is collected on this form by the Share Registry, as registrar for the Company for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to the Share Registry's related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by the Share Registry, or you would like to correct information that is inaccurate, incorrect or out of date, please contact the Share Registry. In accordance with the Corporations Act, you may be sent material (including marketing material) approved by the Company in addition to general corporate communications. You may elect not to receive marketing material by contacting the Share Registry, using the details provided on this form.

**If you have any enquiries concerning this Entitlement and Acceptance Form, please contact the Share Registry on telephone +61 8 9389 8033 or fax +61 8 9262 3723.**



### Telephone & Internet Banking – BPAY®

Call your bank, credit union or building society to make this payment from your cheque or savings account.  
More info: [www.bpay.com.au](http://www.bpay.com.au).

### By Mail

CCP TECHNOLOGIES LIMITED  
c/- Advanced Share Registry Ltd  
PO Box 1156  
Nedlands WA 6909

or

### Hand Delivered

110 Stirling Highway  
Nedlands WA 6009