

Notice of Annual General Meeting

Monday, 26 November 2018 at 10.00am AEDT

Notice is given that the Annual General Meeting (**Meeting**) of the members of Bluechiip Limited (**Bluechiip** or **Company**) will be held at the time and location, and to conduct the business, specified below:

Date: Monday 26 November 2018
Time: 10.00am (AEDT)
Location: The offices of Phillips Ormonde Fitzpatrick
Level 16, 333 Collins Street,
Melbourne, VIC 3000

The Notes and Explanatory Statement which accompany, and form part of, this Notice of Meeting more fully describes the matters to be considered at the Annual General Meeting.

Items of Business

1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2018.

Note: No resolution will be required to be passed on this matter.

2 RESOLUTION 1 - Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Company adopts the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2018."

Note: The vote on this resolution is advisory only and does not bind the Company or its Directors.

3 RESOLUTION 2 - Re-election of Director (Mr. Iain Kirkwood)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr. Iain Kirkwood, a Director retiring by rotation in accordance with the Company's constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Note: Biographical details for Mr Kirkwood are set out in the attached Explanatory Statement.

4 RESOLUTION 3 – Ratification of previous issues of Shares

To consider, and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the allotment and issue of 97,684,624 fully paid ordinary shares that have occurred without Shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A in the 12 months prior to 26 November 2018, as detailed in the Explanatory Statement."

5 RESOLUTION 4 - Approval of issue of Performance Rights to the Managing Director and CEO (Mr McLellan)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, in accordance with ASX Listing Rule 10.14 and for all other purposes, the Company approves the allotment and issue of 2,283,105 Performance Rights to the Managing Director and CEO, Mr. Andrew McLellan, under the Bluechip Limited Performance Rights Plan (as described in the Explanatory Statement)."

6 RESOLUTION 5 - Approval of Additional 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the shareholders approve the issue of Shares up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement."

VOTING EXCLUSIONS

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 1 – Adoption of the Remuneration Report	<p>A vote cast on Resolution 1 (Remuneration Report) must not be cast (in any capacity, whether as proxy or shareholder) by or on behalf of the following:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel (being those persons described as Key Management Personnel in the Company’s Remuneration Report and including all Directors) (KMP); or (b) a Closely Related Party (as defined in the Corporations Act) of such a member. <p>However, a person described above may cast, and the Company need not disregard, a vote on Resolution 1 if:</p> <ul style="list-style-type: none"> • the person does so under a written proxy that specifies how the proxy is to vote on the resolution; or • the person is the Chair and has been appointed as proxy (expressly or by default) without being directed how to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP; and <p>in either case, the vote is not cast on behalf of a person described in (a) or (b) above.</p>
Resolution 3 – Ratification of previous issues of Shares (ASX Listing Rule 7.4)	<p>The Company will disregard any votes cast in favour of Resolution 3 by any person who participated in the issue of Shares described in section 5 of the Explanatory Statement and any associates of such persons.</p> <p>However, the Company need not disregard a vote, if:</p> <ul style="list-style-type: none"> • it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or • it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
Resolution 4 – Approval of issue of Performance Rights to the Managing Director and CEO (ASX Listing Rule 10.14)	<p>The Company will disregard any votes cast in favour of Resolution 4 by Mr McLellan and any of his associates.</p> <p>In addition, the Company will disregard votes cast by a member of the KMP (and any of their Closely Related Parties).</p> <p>However, a vote may be cast by such a person if:</p> <ul style="list-style-type: none"> • the person is acting as proxy and the proxy form specifies how the proxy is to vote; or • the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected directly or indirectly with the remuneration of a member of the KMP.
Resolution 5 – Approval of proposed Additional 10% Placement Facility	<p>The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who may participate in the Additional 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 5 is passed and, in each case, their respective associates.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> • it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

RESOLUTION

PERSONS EXCLUDED FROM VOTING

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board



Lee Mitchell
Company Secretary

Date: 23 October 2018

NOTES REGARDING PROXIES AND VOTING

Voting entitlement

All shareholders are entitled to attend the Meeting. The Board has determined in accordance with regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the Meeting, the shares held by each shareholder will be as they appear on the Company's share register at 7.00pm (AEDT) on **Saturday, 24 November 2018**. This means that if you are not the registered holder of a share at that time you will not be entitled to vote in respect of that share.

Proxies

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies, who need not be shareholders of the Company.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant resolution.

Where more than one proxy is appointed, neither proxy may vote on a show of hands, however both proxies will be entitled to vote on a poll (subject to any voting exclusion). Each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Appointment of the Chair or other Key Management Personnel as your proxy

Due to the voting exclusions referred to earlier in relation to Resolution 1 (Remuneration Report) and Resolution 4 (Approval of issue of Performance Rights to the Managing Director and CEO), if you intend to appoint Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you are encouraged to direct your proxy on how to vote on Resolution 1 (Remuneration Report) and Resolution 4 (Approval of issue of Performance Rights to the Managing Director and CEO) by marking either 'For', 'Against' or 'Abstain' opposite those resolutions on the proxy form. If you do not direct such a proxy how to vote on Resolution 1 (Remuneration Report) and Resolution 4 (Approval of issue of Performance Rights to the Managing Director and CEO) they will not be able to vote an undirected proxy on that resolution and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

How the Chair will vote undirected proxies

The Chair intends to vote any available undirected proxy in favour of all resolutions including Resolution 1 (Remuneration Report) and Resolution 4 (Approval of issue of Performance Rights to the Managing Director and CEO).

You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, and the proxy form does not specify whether to vote 'For', 'Against' or 'Abstain', this will be taken as a direction to the Chair to vote in accordance with his stated voting intention, which is to vote in favour of all resolutions including Resolutions 1 and 5, even if the Chair has an interest in the outcome of the vote on those resolutions. Any votes cast by the Chair in favour of Resolution 1 and Resolution 4 other than as proxy will be disregarded. Shareholders always have the ability to appoint the Chair as their proxy and direct him to cast the votes contrary to the Chair's stated voting intention or to abstain from voting on a Resolution.

If you appoint the Chair as your proxy but do not wish him to vote in favour of Resolution 1 (Remuneration Report) or Resolution 4 (Approval of issue of Performance Rights to the Managing Director and CEO), it is important for you to complete the voting directions in respect of Resolution 1 and Resolution 4 on the proxy form.

Key Management Personnel and their Closely Related Parties cannot vote undirected proxies

Any undirected proxy given to a Key Management Personnel or their Closely Related Parties, other than the Chair, will not be voted in favour of any of Resolution 1 (Remuneration Report) or Resolution 4 (Approval of issue of Performance Rights to the Managing Director and CEO). To allow such a proxy to vote on each of these Resolutions, shareholders must specify how the proxy should vote by ticking 'For', 'Against' or 'Abstain' opposite that Resolution on the proxy form.

A proxy appointment form is enclosed with this Notice of Meeting. For the appointment of a proxy to be valid, the following documents must be received either at the Company's registered office or at the Company's share registry, Automatic Registry Services, **at least 48 hours prior to the Meeting** or any adjournment of the Meeting:

- the proxy appointment form; and
- if the proxy appointment form is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.

The documents must be received by the Company at the address set out below by no later than 10.00am (AEDT) on 24 November 2018. Proxy forms received after that time will not be valid for the scheduled Meeting.

Online: www.investor.automic.com.au/#/#loginsh

By facsimile: +61 2 8583 3040

By mail: Automic Group, GPO Box 5193 Sydney NSW 2001

By delivery: Automic Group, Level 5, 126 Phillip Street, Sydney NSW, 2000

Further directions for the proper completion of proxy forms are printed on the proxy form

Voting by Attorney

A shareholder entitled to attend and vote at the Annual General Meeting may appoint an attorney to vote at the Annual General Meeting. An original or certified copy of the power of attorney must be received at an address given above at least 48 hours before the commencement of the Annual General Meeting.

Corporate Representatives

To vote at the Annual General Meeting, a corporation which is a shareholder, or which has been appointed as a proxy by a shareholder, may appoint a person to act as its representative. The appointment of a representative must comply with section 250D of the *Corporations Act*. Evidence of the appointment must be brought to the Annual General Meeting together with any authority under which it is signed. A pro forma 'Certificate of Appointment of Corporate Representative' may be obtained from the Company's Share Registry, Automic Registry Services.

Voting Procedure Generally

Each shareholder present in person or by proxy, attorney or corporate representative has one vote on a show of hands and one vote for each fully paid share held on a poll (subject to any voting exclusion referred to earlier).

Jointly Held Shares

If shares are jointly held, only one of the shareholders can vote. If more than one joint shareholder votes, only the vote of the shareholder whose name appears first on the register of shareholders will be counted.

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EXPLANATORY STATEMENT

1 Important Notices

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting), is to provide shareholders with an explanation of the business of the Meeting and to assist shareholders in deciding how they may wish to vote on the Resolutions set out in the Notice of Meeting.

All resolutions other than Resolution 5 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. Resolution 5 is a special resolution and requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or corporate representative).

This Explanatory Statement is an important document and should be read carefully by all shareholders before making a decision on the following.

2 Financial Statements and Reports

The Corporations Act requires the Company to formally lay its annual financial report and the reports of the directors and auditor for the financial year ended 30 June 2018 before the Annual General Meeting.

No resolution is required for this item, but shareholders attending the Annual General Meeting will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the Meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The Annual Report can also be viewed, printed and downloaded from the Company's website www.bluechip.com.

Shareholders eligible to vote at the Meeting may also submit written questions to the auditor in accordance with the Corporations Act by no later than the fifth business day before the date of the Meeting. Each of these written questions, if any, will be answered by the auditor at the Meeting, provided the question is relevant to:

- the conduct of the audit of the Financial Report; or
- the content of the Independent Auditor's Report.

A list of the written questions to be answered by the auditor at the Meeting, if any, will be prepared by the auditor and made available at the start of the Meeting.

3 RESOLUTION 1: Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2018 appears on pages 18-28 (inclusive) of the Company's 2018 Annual Report.

The Remuneration Report sets out the policy for the remuneration of the Directors and Key Management Personnel of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Notwithstanding the 'advisory' status of the vote on the Remuneration Report, the Directors will take the outcome of the vote into account when considering and setting the Company's remuneration policy.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 1.

4 RESOLUTION 2: Re-election of Director (Mr Iain Kirkwood)

Under the Constitution, one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors, are required to retire by rotation and submit themselves for re-election.

Mr Kirkwood will retire by rotation and being eligible, is submitting himself for re-election at the Meeting.

Appointed to the Board in November 2007, Mr Kirkwood is also the current Chair. He is an experienced private consultant, investor and non-executive Director with considerable practical and operational experience gained from a successful financial career spanning 35 years in a range of industries including auditing, resources, manufacturing and latterly healthcare in Australia, Britain and the USA.

During his career, he has held a range of senior financial and general management positions, including at Woodside Petroleum Limited, Santos Limited, Pilkington plc, F.H. Faulding & Co Limited and Clinovel Pharmaceuticals Limited. He currently chairs ASX-listed Simonds Group Limited.

Having had regard to the ASX Corporate Governance Principles and Recommendations, the Directors consider that Mr Kirkwood is an independent director.

The Directors (other than Mr Kirkwood because of his interest) recommend that shareholders vote in favour of Resolution 2.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 2.

5 RESOLUTION 3 – Ratification of previous issues of Shares made under ASX Listing Rules 7.1 and 7.1A

5.1 General

On 7 December 2017, the Company announced the issue of 8,928,671 Shares. The issue of these Shares was approved by shareholders at the Company's 2017 AGM, however, subsequent to the AGM it was resolved to issue 4,464,285 of these Shares (at an issue price of \$0.028 each) (**2017 Placement Shares**) to another investor instead of the Chairman. Accordingly, the Company considers that the 2017 Placement Shares were issued without prior shareholder approval and therefore count towards its general ASX Listing Rule 7.1 capacity.

On 14 September 2018, the Company announced that it had completed a placement to institutional and sophisticated investors of 93,220,339 Shares (**2018 Placement Shares**) at a price of \$0.059 each to raise \$5.5M. The 2018 Placement Shares were issued utilising the Company's existing placement

capacities under Listing Rules 7.1 and 7.1A in the following proportions:

- 53,963,430 Shares were issued at an issue price of \$0.059 each under ASX Listing Rule 7.1; and
- 39,256,909 Shares were issued at an issue price of \$0.059 each under ASX Listing Rule 7.1A;

In addition, on 4 October 2018 a total of 33,091,519 Shares were issued to existing shareholders pursuant to a share purchase plan (**SPP Shares**).

The Company is seeking shareholder approval to the prior issue of a total of 97,684,624 Shares as detailed above (being the 2017 Placement Shares and the 2018 Placement Shares), which if approved, will be ratified and will refresh the ability of the Company to issue further equity securities, up to the 15% annual placement limit set out in ASX Listing Rule 7.1, in the next 12-month period without shareholder approval. The issue of shares under a SPP are excluded from ASX Listing Rule 7.1 and 7.1A (exclusion 15 of ASX Listing Rule 7.2), and therefore the Company is not seeking shareholder approval for the issue of the SPP Shares.

5.2

ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides that a listed company may only issue or agree to issue up to 15% of the company's ordinary issued capital in any 12 month period, unless shareholder approval is obtained (subject to certain exceptions).

ASX Listing Rule 7.1A enables certain eligible entities to seek shareholder approval to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution regarding Listing Rule 7.1A is passed by special resolution. At the Company's last AGM, on 13 November 2018, the Company obtained approval from Shareholders to issue Equity Securities under Listing Rule 7.1A.

ASX Listing Rule 7.4 allows a company in a general meeting to subsequently approve an issue of securities under ASX Listing Rule 7.1, provided the company did not breach the 15% capacity, and also approve an issue of securities under ASX Listing Rule 7.1A, provided the company did not breach the 10% capacity.

Resolution 3 seeks subsequent shareholder approval of the securities issued during the 12 month period since 13 November 2018 as described below, pursuant to ASX Listing Rule 7.4. These securities were issued without Shareholder approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.1A. If such approval is given, the Company will be entitled under ASX Listing Rule 7.1 to issue up to 15% of its ordinary issued capital, if required, in the next 12 months without shareholder approval. In addition, the approval of Resolution 3 would fully reinstate the Company's placement capacity under Listing Rule 7.1A (subject to the passing of Resolution 5).

The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity set out in Listing Rule 7.1 and 7.1A without the requirement to obtain prior shareholder approval so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

5.3

Approval being sought

Accordingly, by this Resolution the Company seeks to obtain shareholder approval for the purposes of Listing Rule 7.4 for the 97,684,624 Shares already issued under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

Each recipient of Shares for the purposes of this Resolution was a sophisticated or professional investor and, at the time of issue, was not a related party of the Company.

For the purposes of Listing Rule 7.5 the Company provides the following information in respect of the securities, the subject of this Resolution 3:

Total number of Securities issued	a) 4,464,285 Shares
	b) 93,220,339 Shares
Issue price of the securities	a) The 2017 Placement Shares were issued as part of private placement to sophisticated and professional investors at a price of \$0.028 each.
	b) The 2018 Placement Shares were issued as part of private placement to sophisticated and professional investors at a price of \$0.059 each.
Terms of issue	All Shares referred to above are fully paid ordinary securities ranking equally with all other issued shares in the capital of the Company.
Allottees	The Shares were issued to sophisticated and professional investors.
Intended use of funds	The funds raised from the issue of both the 2017 Placement Shares and the 2018 Placement Shares are to be used to invest in direct support of the Company's OEM partners, to build inventory and to fund ongoing working capital requirements.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 3.

A voting exclusion statement has been included in the Notice of Meeting.

6 Resolution 4 - Approval of issue of Performance Rights to the Managing Director and CEO

6.1 Background

The Board is seeking shareholder approval for proposed grants of rights to receive fully paid ordinary shares in the Company listed in Table 1 below (**Performance Rights**) in connection with the CEO and Managing Director, Mr McLellan's long term incentive arrangements under the Bluechiip Limited Performance Rights Plan (**Plan**).

Each Performance Right will be issued at no cost and will give Mr McLellan a right to acquire one ordinary share in the Company on vesting at no cost, subject to satisfaction of the applicable conditions and performance hurdles.

The Company's policy on senior executive remuneration is designed to remunerate executives for increasing shareholder value and for achieving financial targets and business strategies. It is also designed to attract, retain and motivate appropriately qualified and experienced executives. The Board considers that

it is in shareholders' interests to provide Mr McLellan with an equity-based long term incentive to ensure that there is alignment between the returns to shareholders and rewards to the CEO and also as an important retention strategy.

The issue of Performance Rights to senior executives is a well-established and standard component of the Company's remuneration structure and the Directors, other than Mr McLellan (in view of his personal interest in the Resolution), believe it is appropriate for shareholders to approve the grant of Performance Rights as contemplated by Resolution 4.

The awards proposed in Table 1 should also be considered in the context of the Company's recent achievements, which are detailed in the 2018 Annual Report.

6.1 Approvals sought

ASX Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee

incentive scheme without the approval of shareholders by ordinary resolution.

The purpose of Resolution 4 is to have shareholders approve the proposed grant under the Plan to the Company's Managing Director and CEO, Mr. Andrew McLellan, of the Performance Rights detailed in Table 1.

6.2 Key terms of grant

The key terms of the grant of the Performance Rights proposed to be made to Mr McLellan under the Plan are set out below.

Further details about the Plan are included in the Remuneration Report which is contained in the Company's 2018 Annual Report. A full copy of the Plan rules is available upon request from the Company Secretary.

Table 1

Instrument	Quantum	Grant Date	Measurement Period	Vesting Date (subject to achievement of Performance Conditions)
Performance Rights (LTI) – Tranche 1	342,466 (15%)	30 September 2018 (subject to shareholder approval)	1 July 2018 to 30 June 2019 (1 year)	30 August 2019
Performance Rights (LTI) – Tranche 2	570,776 (25%)	30 September 2018 (subject to shareholder approval)	1 July 2018 to 30 June 2020 (2 years)	30 August 2020
Performance Rights (LTI) – Tranche 3	1,369,863 (60%)	30 September 2018 (subject to shareholder approval)	1 July 2018 to 30 June 2021 (3 years)	30 August 2021

6.3 Maximum number of Performance Rights

The maximum number of Performance Rights that may be acquired by Mr McLellan if shareholder approval is provided at the Meeting is set out in Table 1 above.

6.4 Date of Grant

If shareholder approval is obtained, the Performance Rights will be granted within 1 month of the date of this meeting.

6.5 Price of Performance Rights

The Performance Rights will be issued at no cost to Mr McLellan. Once the performance conditions are met and if the Performance Rights vest there will be no exercise price payable upon the exercise/conversion of the Performance Rights into Shares.

6.6 Performance hurdles details relating to the Performance Rights

The number of Performance Rights that will vest will be determined by the Company's Relative Total Shareholder Return (TSR) performance relative to the movement in the S&P/ASX Small Ordinaries Accumulation Index (AXSOA) for each Measurement Period as shown in Table 2 below.

The TSR Performance Condition was selected as the performance condition as it ensures alignment between shareholder returns and reward to the executive.

At the end of the relevant measurement period, the TSR performance condition will be measured to determine the proposed number of Performance Rights that will vest.

The link between achievement of the various performance conditions set by the Board and the percentage of the Performance Rights which vest pursuant to the relevant performance condition during the measurement period is represented in the following table:

Table 2

Performance against the relevant condition(s)	Quantum of Performance Rights subject to performance conditions that vest (%)
Below 100% of the proportionate change in the AXSOA index over the relevant Measurement Period	No Performance Rights are capable of exercise
At 100% of the proportionate change in the AXSOA index over the relevant	50% of the Performance Rights are exercisable

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Performance against the relevant condition(s)	Quantum of Performance Rights subject to performance conditions that vest (%)
Measurement Period	
Between 100% and 120% of the proportionate change in the AXSOA index over the relevant Measurement Period	50% of the total number of Performance Rights for that Measurement Period plus an additional number of Performance Rights (calculated on a straight-line basis) for every additional percent (or part of a percent) that the Company's TSR exceeds the change in the AORD Index (i.e. an additional 2.5% (or part thereof) for every percent (or part thereof) that the Company's TSR exceeds 100% of the change in the AORD index.

Total Shareholder Return or TSR in respect of Bluechiip for the Measurement Period will be the return to shareholders measured by the Company's share price change during the Measurement Period. Share prices are calculated as a volume weighted average (VWAP) sale price of shares for the three months preceding the end dates of each Measurement Period. The starting share price for the purposes of each Measurement Period has been deemed to be \$0.06 to better align with the issue price under the Company's recent \$5.5M share placement and associated share purchase plan (SPP).

Vesting of Performance Rights is also subject to the Managing Director remaining in office on the relevant vesting date, or having ceased as an Employee of Bluechiip before the relevant vesting dates for "Qualifying Circumstances" (as defined in the Plan rules)

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

6.7 Overview of the terms of the Plan and Performance Rights

The Plan provides for eligible employees and executives to be offered a conditional opportunity for fully paid ordinary shares in the Company through the grant of Performance Rights, such that Shares may be allocated to them, subject to meeting certain vesting conditions within a set measurement period.

The Board is responsible for administering the Plan in accordance with the Plan rules and the terms and conditions of the specific grants to participants in the Plan. The operation of the Plan is subject to compliance with the ASX Listing Rules, Corporations Act and other applicable laws.

The key terms of Performance Rights granted under the Plan are set out below:

Testing and vesting

- Grants under the Plan will be tested at the end of the applicable measurement period. No retesting will occur. If the relevant performance conditions are satisfied then the Performance Rights will generally vest on 30 August following the expiration of the relevant measurement period provided the relevant executive remains in office at that time.
- Each Performance Right which vests will be converted into one Share. No moneys are payable upon vesting of the Performance Rights.
- If the relevant vesting conditions are not satisfied at the relevant time, the applicable Performance Rights will lapse and be forfeited.
- Once the Performance Rights have vested, the Board will decide at that time whether to purchase the Shares required on-market or to issue new shares. This decision

will depend on factors such as dilution and cost to the Company.

Ranking of shares

Upon vesting of the Performance Rights, Shares received by participants will rank equally with ordinary shares currently on issue.

Voting and dividend rights

- Performance Rights do not carry any voting rights, and participants are not entitled to dividends, until Performance Rights have vested and converted into ordinary shares.
- Shares allocated on vesting of the Performance Rights will carry full dividend and voting rights from the date of allocation.

Change of control event

The Directors have discretion to determine that Performance Rights will vest in the event of a change of control, subject to pro rata performance up to the relevant date. The Performance Rights will also vest and any restrictions on the disposal of the shares will cease to apply, where there is an acquisition by a person or entity (whether directly or indirectly) of not less than 90% of the issued shares of the Company.

Reorganisation event

In the event of any reorganisation of the issued capital of the Company, the Performance Rights will be reconstructed in accordance with the requirements of the ASX Listing Rules applicable to a reconstruction of capital at the time of the reorganisation.

Participation in capital raising

A participant may only participate in new issues of securities if ordinary shares have been allocated to the participant in accordance with the Plan Rules, before the date of determining entitlements to the issue.

Cessation of employment

If a participant in the Plan ceases employment with the Company before the vesting conditions are satisfied, any Performance Rights will lapse and be forfeited. Performance Rights will also lapse if the ongoing employment condition described above is not satisfied.

If cessation of employment occurs due to death, TPD or redundancy, or where the Board otherwise approves, Performance Rights may vest at the Board's discretion.

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Where a participant acts fraudulently, dishonestly, joins a competitor, or is, in the Board's opinion, in breach of his or her obligations to the Company, then any unvested Performance Rights will lapse and be forfeited.

Trading Restrictions

A participant may not sell, transfer, mortgage or otherwise deal with or encumber any Performance Rights. Disposal of any shares acquired upon exercise of Performance Rights is subject to the Company's securities trading policy.

6.8 Section 208 of the Corporations Act

Section 208 of the *Corporations Act* provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the *Corporations Act*; and
- (b) give the benefit within fifteen (15) months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the *Corporations Act*.

The Board has considered the application of Chapter 2E of the *Corporations Act* and has resolved that the reasonable remuneration exception provided by section 211 of the *Corporations Act* is relevant, as the proposed financial benefit is considered to be reasonable in these circumstances. Accordingly, the Company will not seek approval for the issue of the Performance Rights to Mr McLellan pursuant to section 208 of the *Corporations Act*.

6.9 Other information relating to the potential grant of Performance Rights

In accordance with ASX Listing Rules 10.14 and 10.15, the following additional information is provided for shareholders.

- If shareholders approve the issue of the Performance Rights under LR 10.14, shareholder approval is not required under LR 7.1.
- The maximum number of Performance Rights that can be awarded to Mr McLellan under this approval is 2,262,500. Subject to achievement of performance and other vesting conditions, this means that the maximum number of fully paid ordinary shares which can be issued to Mr McLellan on vesting of the approved Performance Rights is 2,262,500.
- Subject to receiving shareholder approval, the Company will issue the Performance Rights as soon as practicable after, but in any event no later than 1 month after, the date of the Meeting.
- No Director other than Mr McLellan is currently eligible to participate in the grant of Performance Rights under the Plan.
- Other than the 3 million performance rights which were awarded to Mr McLellan in each of 2016 and in 2017 (and approved by shareholders at the 2016 AGM and 2017 AGM respectively) no Directors have received Performance Rights or other securities under the Plan since it was adopted.

- Upon satisfaction of the relevant performance hurdles and other vesting conditions referred to above, Mr McLellan will be entitled to exercise each Performance Right granted to him and be issued with one ordinary share (subject to the terms of the issue of the Performance Rights relating to bonus issues and capital reorganisations of the Company) per Performance Right.
- No loan will be provided by the Company in relation to the grant or exercise of the Performance Rights provided to Mr McLellan.
- The price payable on the issue or exercise of each Performance Right is nil, so no funds will be raised by the Company.
- Details of any securities issued under the Plan will be published in each Annual Report of the Company relating to the period in which securities have been issued. The Annual Report will note that approval for the issue of these securities was obtained under Listing Rule 10.14.
- The terms of the Performance Rights are described above.

6.10 Board recommendation:

The Directors (with Mr McLellan abstaining given his personal interest) recommend that shareholders vote in favour of Resolution 4.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 4.

A voting exclusion statement is included in the Notice of Meeting.

7 Resolution 5 - Approval of proposed Additional 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period following the annual general meeting (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's existing 15% placement capacity available under Listing Rule 7.1.

An eligible entity is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company confirms that it is an eligible entity for the purposes of Listing Rule 7.1A.

The Company now seeks shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the Additional 10% Placement Facility for a further 12 months. Resolution 5 therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities to be issued under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Company may use the Additional 10% Placement Facility for the following purposes:

- (a) Non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-

cash consideration as required by ASX Listing Rule 7.1A(3); or

- (b) Cash consideration for the commercialisation activities of the Company including:
- (i) building the required inventory levels to meet sales demand;
 - (ii) global sales, marketing and business development activities;
 - (iii) general working capital requirements; and
 - (iv) activities which allow the Company to pursue other market applications for the bluechip® technology.

7.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the Additional 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue only one class of quoted Equity Securities being Shares.

(c) Formula for calculating Additional 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (B) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (C) plus the number of fully paid Shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid Shares cancelled in the 12 months.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The Company has on issue 523,345,235 Shares and therefore has a capacity to issue:

- (i) 78,501,785 Equity Securities under Listing Rule 7.1 (on the assumption that both Resolutions 3 and 4 are passed); and
- (ii) subject to obtaining shareholder approval under Resolutions 3, 4 and this Resolution 5, 52,334,523 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must not be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) Additional Placement Period

Shareholder approval of the Additional 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (iii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**Additional Placement Period**).

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7.3 Effect of approving Resolution 5

The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the Additional Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

7.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Additional 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 5 is approved and the Company issues Equity Securities under the Additional 10% Placement Facility, existing shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the AGM; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date; or
- (iii) the Equity Securities are issued as part of consideration for the acquisition of a new asset or in satisfaction of a liability or obligation, which may in each case have an effect on the amount of funds raised by the issue of the Equity Securities (which may be nil).

The below table shows the dilution of existing shareholders on the basis of the current closing market price of Shares as at 10 October 2018 and the current number of ordinary on issue at the date of this Notice used for variable A for the purposes of Listing Rule 7.1A.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue, share purchase plan or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (b) two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.03 50% decrease in issue price	\$0.06 Issue Price	\$0.12 100% increase in current issue price
Current Variable A 523,345,235 Shares	10% Voting Dilution	52,334,523 Shares	52,334,523 Shares	52,334,523 Shares
	Funds Raised	\$1,570,035	\$3,140,071	\$6,280,142
50% increase in Variable A 785,017,852 Shares	10% Voting Dilution	78,501,785 Shares	78,501,785 Shares	78,501,785 Shares
	Funds Raised	\$2,355,053	\$4,710,107	\$9,420,214
100% increase in Variable A 1,046,690,470 Shares	10% Voting Dilution	104,669,047 Shares	104,669,047 Shares	104,669,047 Shares
	Funds Raised	\$3,140,071	\$6,280,142	\$12,560,285

In formulating the information contained in the above table, the following assumptions have been made:

- (i) The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility;
- (ii) No performance rights are exercised into Shares before the date of the issue of the Shares;
- (iii) The table does not show an example of dilution that will be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the AGM;

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- (iv) The voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue and thus is 10% in each example;
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or under any of the exceptions to Listing Rule 7.1 and assumes Resolutions 3 and 4 are approved; and
- (vi) The issue price is \$0.06, being the closing price of the Shares on ASX on 10 October 2018.

(e) The Company will only issue and allot the Equity Securities during the Additional Placement Period. The approval under Resolution 5 for the issue of the Shares will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(f) The Company may seek to issue the Equity Securities for the following purposes:

(i) Non-cash consideration for the acquisition of new assets, businesses or investments or in satisfaction of obligations, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A(3) or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards:

(A) commercialisation activities of the company including:

- building the required inventory levels to meet sales demand;
- global sales, marketing and business development activities;

(B) general working capital requirements; and

(C) activities which allow the company to pursue other market applications for the bluechiip[®] technology.

(g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(j) details of all issues of Equity Securities during the 12 months preceding the date of the meeting were as follows:

Date of Issue	6 December 2017
Number Issued	8,928,571
Class/Type of Equity Security	Fully paid ordinary shares
Summary of Terms	All Shares referred to above are fully paid ordinary securities ranking equally with all other issued shares in the capital of the Company
Name of persons who received securities or basis on which those persons were determined	Mr Iain Kirkwood Alltogether Superfund Pty Ltd
Issue price or Consideration	\$0.028 per Share

(h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(iv) the effect of the issue of the Equity Securities on the control of the Company;

(v) the financial situation and solvency of the Company; and

(vi) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company acquires new assets, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets.

If Resolution 5 is approved by Shareholders, the Company may issue Equity Securities under the 10% Placement Facility during the 10% Placement Period, as and when the circumstances of the Company require.

(i) The total number of Equity Securities issued in the 12 months prior to 26 November 2018 and the percentage that they represent of the total number of Equity Securities on issue 12 months prior to 26 November 2018 is 138,240,929. This represents 34.8% of the total number of Equity Securities then on issue.

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Purpose of the issue	<p>The Shares were issued in connection with a private placement to sophisticated and professional investors to raise funds to:</p> <ul style="list-style-type: none"> • Support the development and validated release of Bluechip's core product line, chips, readers and software to support OEM partner product releases; • Working capital to build inventory of chips and readers including the handheld reader and multi-sample reader • Continue to progress and convert BCT's expanding pipeline of OEM opportunities; and • General working capital purposes.
Discount to the market price (if any)	41%
Date of Issue	6 December 2017
Number Issued	3,200,000
Class/Type of Equity Security	Performance Rights
Summary of Terms	<p>The terms of the Performance Rights were detailed in the Company's Notice of Meeting for its 2017 AGM but, summary terms are as follows:</p> <ul style="list-style-type: none"> - each performance right was issued at no cost and once the performance hurdles are met, the performance rights are exercisable at nil cost; - the performance rights were issued in 3 tranches and vest on 30 August 2017, 30 August 2018 and 30 August 2019 respectively (subject to achieving the relevant performance conditions over the relevant measurement periods); - the relevant measurement periods are the 12, 24 and 36-month periods ended 30 June 2018, 30 June 2019 and 30 June 2020 respectively; - if the Company's relative TSR performance over the measurement period equals the proportionate change in the ASX All Ordinaries Accumulation Index (AORD) over the measurement period, then 50% of the Performance Rights vest with the balance vesting (on a straight-line basis) between 100% and 120% of the proportionate change in the AORD index over the measurement period; and - Vesting is also subject to the MD remaining in office at the relevant vesting date and that the financial performance of the Company has been satisfactory (as determined by the Board).
Name of persons who received securities or basis on which those persons were determined	Mr Andrew McLellan, the Company's Managing Director (3,000,000) and an employee of the Company (200,000)
Issue price or Consideration	Nil – pursuant to LTI Program
Purpose of the issue	Employee Incentive Arrangements
Discount to the market price	n/a
Date of Issue	14 September 2018
Number Issued	93,220,339
Class/Type of Equity Security	Fully paid ordinary shares
Summary of Terms	All Shares are fully paid ordinary securities ranking equally with all other issued shares in the capital of the Company
Name of persons who received securities or basis on which those persons were determined	Various institutional, sophisticated and professional investors introduced to the Company by its professional advisers.
Issue price or Consideration	The Shares were issued at a price of \$0.059 (being a discount of 18.7% to the 5 day VWAP up to and including 5 September 2018)

Purpose of the issue	The Shares were issued in connection with a private placement to sophisticated and professional investors to raise funds to: <ul style="list-style-type: none"> • Support the development and validated release of Bluechip's core product line, chips, readers and software to support OEM partner product releases; • Working capital to build inventory of chips and readers including the handheld reader and multi-sample reader • Continue to progress and convert BCT's expanding pipeline of OEM opportunities; and • General working capital purposes.
Discount to the market price	9.2%
Date of Issue	4 October 2018
Number Issued	33,091,519
Class/Type of Equity Security	Fully paid ordinary shares
Summary of Terms	All Shares are fully paid ordinary securities ranking equally with all other issued shares in the capital of the Company
Name of persons who received securities or basis on which those persons were determined	Existing shareholders on the record date for the Company's Share Purchase plan announced on 10 September 2018.
Issue price or Consideration	The Shares were issued at a price of \$0.059
Purpose of the issue	to raise funds to: <ul style="list-style-type: none"> • Support the development and validated release of Bluechip's core product line, chips, readers and software to support OEM partner product releases; • Working capital to build inventory of chips and readers including the handheld reader and multi-sample reader • Continue to progress and convert BCT's expanding pipeline of OEM opportunities; and • General working capital purposes
Discount to the market price	1.6%

7.5

Board recommendation:

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution 5.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 5.

A voting exclusion statement applies to Resolution 5, which is set out in the Notice. At the date of the Notice, the Company has not approached any existing shareholder or an identifiable class of existing security holders to participate in the issue of Equity Securities. No existing shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

SAMPLE ONLY

Holder Number:

Vote by Proxy: BCT

Your proxy voting instruction must be received by **10:00am (AEDT) on Saturday, 24 November 2018**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



Contact	Return your completed form	Contact us – All enquiries to Automic	
	BY MAIL: Automic Group GPO Box 5193 Sydney NSW 2001	IN PERSON: Automic Group Level 5, 126 Phillip Street Sydney NSW 2000	WEBCHAT: https://automic.com.au/ EMAIL: hello@automic.com.au PHONE: 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online
	I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Bluechiip Limited (Bluechiip or Company) to be held at the offices of Phillips Ormonde Fitzpatrick, Level 16, 333 Collins Street, Melbourne, VIC 3000 at 10:00am (AEDT) on Monday 26 November 2018 hereby:
	Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
 Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
 Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Re-election of Director (Mr. Iain Kirkwood)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Ratification of previous issues of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Approval of issue of Performance Rights to the Managing Director and CEO (Mr Andrew McLellan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Approval of Additional 10% Placement Facility (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>				

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<input style="width: 100%; height: 25px;" type="text"/>		
Email Address:			
<input style="width: 100%; height: 25px;" type="text"/>			
Contact Daytime Telephone		Date (DD/MM/YY)	
<input style="width: 100%; height: 25px;" type="text"/>		<input style="width: 30px; height: 25px;" type="text"/> / <input style="width: 30px; height: 25px;" type="text"/> / <input style="width: 30px; height: 25px;" type="text"/>	
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			