



# THREAT PROTECT AUSTRALIA LIMITED

(ACN 060 774 227)

## Prospectus

### **Offer**

For the offer of 100 Shares at an issue price of \$0.16 to raise \$16 ("**Offer**").

### **Cleansing**

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued on or prior to the Closing Date without disclosure under Part 6D of the Corporations Act.

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

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# IMPORTANT INFORMATION

## GENERAL

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

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

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

## ELECTRONIC PROSPECTUS

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

## RISK FACTORS

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors set out in Section 3 that could affect the performance of the Company. Potential Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

## PUBLICLY AVAILABLE INFORMATION

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

## OFFER RESTRICTIONS

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

## REPRESENTATIONS

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

## FORWARD-LOOKING STATEMENTS

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

or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

## **INTERPRETATION**

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 6.

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

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

# **CORPORATE DIRECTORY**

## **DIRECTORS**

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

## **JOINT COMPANY SECRETARY**

Simon Whybrow  
Peter Webse

## **REGISTERED OFFICE**

Level 1, 672 Murray Street  
West Perth WA 6005

**SHARE REGISTRY** (for information purposes only)

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

**AUDITOR** (for information purposes only)

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

## **LEGAL ADVISER**

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

## **ASX Code**

TPS

## **WEBSITE**

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

# 1 DETAILS OF THE OFFER

## 1.1 SUMMARY OF THE OFFER

The Company is making an offer of 100 Shares at an issue price of \$0.16 per Share to raise \$16 before expenses of the Offer. The Offer is open to persons by invitation from the Company to subscribe for New Shares and is not open to the general public.

The purpose of this Prospectus is to remove any trading restrictions on certain Shares issued by the Company without disclosure. Please refer to Section 2 for details of purpose and effect of the Offer.

## 1.2 TIMETABLE

The timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	5 December 2019
Opening Date	5 December 2019
Closing Date	13 December 2019

**Note:**

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

## 1.3 RIGHTS AND LIABILITIES ATTACHING TO SHARES

The Share to be issued pursuant to this Offer is of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in Section 4.3.

## 1.4 MINIMUM SUBSCRIPTION

There is no minimum subscription for the Offer.

## 1.5 APPLICATIONS

An Application under the Offer may only be made by persons on invitation from the Company.

Acceptance Forms must be delivered or mailed together with a cheque on or before the Closing Date to:

Threat Protect Australia Limited  
Level 1, 672 Murray Street  
West Perth WA 6005

## 1.6 OVERSEAS INVESTORS

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

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

It is the responsibility of any non-Australian investor to ensure compliance with any laws of a country relevant to their application. The return of a duly completed Acceptance Form will be taken by the Company as a representation and warranty that there has been no breach of such laws.

#### **1.7 CHESS AND ISSUER SPONSORSHIP**

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

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

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

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

#### **1.8 PRIVACY DISCLOSURE**

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

#### **1.9 TAXATION**

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

#### **1.10 ASX LISTING**

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the Share offered under this Prospectus.

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

A decision by ASX to grant official quotation of the Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the Shares now offered for subscription.

#### **1.11 ENQUIRIES**

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Joint Company Secretary, Mr Simon Whybrow on 1300 847 328.



## 2 PURPOSE AND EFFECT OF THE OFFER

### 2.1 BACKGROUND

#### Placement

As announced by the Company on 5 December 2019, the Company proposes to issue 31,250,000 Shares (“**Placement Shares**”) at an issue price of \$0.16 per Share to raise \$5,000,000 to Black Crane Investment Management Limited (“**Black Crane**”), a Hong Kong based Investment Fund (“**Placement**”). The Placement Shares will be issued under the Company’s existing placement capacity under the ASX Listing Rules.

Black Crane is a deep value fund manager with significant corporate finance expertise, focused on small and mid-cap companies in the Asia Pacific region. Black Crane partners with the boards and management teams of their investments to create value for all shareholders. Black Crane is an Exempt Investor who is an unrelated party to the Company and will not acquire an interest in the Company in breach of the takeover provisions of the Corporations Act.

Further details with respect to Placement and the financial impact of the Placement will have on the Company is set out in Section 2.3.

### 2.2 PURPOSE OF THE OFFER

Pursuant to the terms of the Placement, upon the issue of the securities, the Company is required to issue a disclosure document (as that term is defined in the Corporations Act), notice or other document(s) necessary or desirable to ensure that:

- the Company fully complies with its obligations under the Corporations Act with respect to the issue of the Placement Shares; and
- the holder will not be subject to any on-sale restrictions under section 707(3) of the Corporations Act or otherwise in respect of those securities.

The Company is unable to issue a cleansing notice pursuant to section 708A(5) of the Corporations Act as its securities have been suspended from trading on ASX for more than five (5) trading days over the last 12 months.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those securities for sale within 12 months of their issue.

Relevantly, section 708A(11)(b) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- a prospectus is lodged with ASIC either:
  - on or after the day on which the relevant securities were issued (section 708A(11)(b)(i)); or
  - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Accordingly, the primary purpose of the Offer is not to raise capital but to comply with section 708A(11) so that Black Crane can, if it chooses to, sell those securities within the next twelve months without disclosure.

Although the issue of Placement Shares will not be undertaken by the Company for the purpose of selling or transferring those securities, the Directors consider that, should Black Crane wish to do so, they should be able to sell the Placement Shares without the need for disclosure under Part 6D.2 of the Corporations Act.

## 2.3 FINANCIAL POSITION

As set out in Section 2.2, the primary purpose of the Offer is not to raise capital but to comply with section 708A(11). Accordingly, the amount raised under the Offer is nominal (i.e. \$16 through the issue of 100 Shares at an issue price of \$0.16 each) and, after paying the expenses of the Offer of approximately \$13,206 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer are set out in Section 4.4(d) and will be met from the Company's general working capital.

The effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$13,190 (exclusive of GST).

The Company notes, however, that the effect of the issue of the Placement Shares will mean that the Company will have an additional \$5,000,000 to be utilized for, among other things, potential acquisitions of security monitoring companies in line with its stated acquisition growth strategy and for general working capital.

## 2.4 THE EFFECT OF THE OFFER ON THE CAPITAL STRUCTURE

The capital structure of the Company is set out in the table below and takes into account:

- the effect of the Offer; and
- the issue of Placement Shares to Black Crane pursuant to the Placement;

Capital Structure	At the Opening Date	At the Closing Date
Existing Shares on issue	209,706,278	209,706,278
New Shares issued under the Offer	-	100
Placement Shares issued under the Placement	-	31,250,000
Total Shares	209,706,278	240,956,278
Existing Options on issue <sup>1</sup>	13,571,422	13,571,422
Fully diluted share capital	233,277,700	254,527,700

### Notes:

1. The Options comprise of:
  - (a) 9,285,712 Options to acquire 1 Share with an exercise price of \$0.3395 on or before 31/10/2020.
  - (b) 1,428,570 Options to acquire 1 Share with an exercise price of \$0.266 on or before 31/10/2020.
  - (c) 1,428,570 Options to acquire 1 Share with an exercise price of \$0.3269 on or before 31/10/2020.
  - (d) 1,428,570 Options to acquire 1 Share with an exercise price of \$0.3577 on or before 31/10/2020.
2. The above table assumes that no other securities of the Company are issued prior to the Closing Date.

## **2.5 EFFECT OF THE OFFER ON CONTROL**

100 Shares are to be issued under the Offer and, as such, will not have a material impact on the control of the Company, however, the Placement Shares will dilute existing Shareholders by approximately 13%.

The Shares to be issued under the Offer will be issued to an unrelated party with no substantial holding in the Company. As at the date of this Prospectus, Black Crane does not hold a Relevant Interest in the Company, however, upon completion of the Placement will hold a Relevant Interest of approximately 13%.

### 3 RISK FACTORS

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

Section 3 identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their stockbroker, lawyer, accountant or other professional adviser before deciding whether to apply for Shares.

#### 3.1 SPECIFIC RISKS

##### (a) Refinancing risks

As announced on the ASX Platform on 4 March 2019, the Company drew down a \$36 million secured debt facility arranged by Soliton Capital Partners (“**Soliton Debt Facility**”) which comes due and payable in April 2022. Based on current circumstances, the Company estimates that there will be a shortfall between the amount owing at the end of the term of the Soliton Debt Facility and the forecast cash balance at that date. However, the Company believes that the shortfall can be refinanced or rescheduled prior to the maturity of the Soliton Debt Facility. The ability of the Company to repay or reschedule its obligations under the Soliton Debt Facility will improve in the event of successful capital raisings but is ultimately contingent on, among other matters, the continued execution of the Company’s growth strategy and/or the ability of the Company to source additional funds through debt and equity markets.

In circumstances where market conditions deteriorate significantly against current economic conditions, there may be uncertainty as to the Company’s ability to fully repay, refinance or reschedule the outstanding debt under the Soliton Debt Facility at its maturity. As such, the Company may need to consider alternative financing arrangements prior to its maturity in April 2022, which may include refinancing or restructuring existing facilities, securing new facilities on acceptable terms or securing alternative funding (including potentially through raising additional shareholder equity). There is no guarantee that alternative financing arrangements will be available to the Company at such time.

In addition, the Company’s current financing arrangements under the Soliton Debt Facility includes a number of financial covenants considered standard for financing agreements of this nature. If the Company is not able to comply with the financial covenants included in its financing arrangements, this could have a material adverse effect on the Company’s business, financial condition, results of operations and future prospects as well as make it difficult for the Company to obtain additional financing on reasonable terms, or at all.

##### (b) Licence risk

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

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

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

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

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

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

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

(f) **Reliance on key management**

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

(g) **Financial risks**

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

(h) **Insurance risks**

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

(i) **Contract risk**

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

(j) **Government policies and legislation**

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

## 3.2 GENERAL RISKS

### (a) Investment risks

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

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

### (b) Litigation risks

The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute may impact adversely on the Company's operations, financial performance and financial position including legal costs associated with instigating or defending claims or disputes. The only litigation the Company is currently engaged in is as set out in Section 4.6. The Company is also currently in negotiations with the vendors of Onwatch Pty Ltd in respect to a warranty claim as described in Section 4.5.

### (c) Share market risks

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

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

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

### (d) Climate Change Regulation

The efforts of the Australian government to transition towards a lower-carbon economy may also entail extensive policy, legal, technology and market changes to address mitigation and adaptation requirements related to climate change that could significantly impact the Company. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the company.

Furthermore, the physical risks to the Company resulting from climate change can be event driven (acute) or longer term shifts (chronic) in climate patterns. These physical risks may have financial implications for the Company, such as direct damage to assets and indirect impacts from supply chain disruption.

### (e) Competition risks

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities

or actions of its competitors, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.

(f) **Economy risks**

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

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

## 4 ADDITIONAL INFORMATION

### 4.1 CONTINUOUS DISCLOSURE

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

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

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the Opening Date and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2019; and
  - (ii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in Section 4.1(c)(i) but before the lodgement of this Prospectus with ASIC (see below).

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

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

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



The following announcements have been lodged with ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2019.

Date	Title
01/10/2019	Corporate Governance Statement
01/10/2019	Appendix 4G
03/10/2019	Cleansing Prospectus
03/10/2019	Appendix 3B
07/10/2019	Change in Substantial Holding
24/10/2019	Notice of Annual General Meeting/ Proxy Form
24/10/2019	Annual Report to Shareholders
31/10/2019	Quarterly Activities Report & Appendix 4C
13/11/2019	Appendix 3Y – Derek La Ferla
28/11/2019	Successful closure of Onwatch Victorian Monitoring Centre
28/11/2019	AGM 2019 Presentation
2/11/2019	Results of Annual General Meeting
28/11/2019	Replacement Constitution
03/12/2019	Trading Halt
05/12/2019	Threat Protect Australia Limited Secures New Strategic Investor

#### 4.2 MARKET PRICE OF SHARES ON ASX

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

3-month high (3 September 2019)	3-month low (3 December 2019)	Last sale price (4 December 2019)
\$0.165	\$0.11	\$0.11

#### 4.3 RIGHTS AND LIABILITIES ATTACHING TO THE SHARES

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

(a) **General meetings**

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

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

(b) **Voting rights**

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

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

(c) **Dividend rights**

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

(d) **Winding up**

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

(e) **Transfer of securities**

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

(f) **Variation of rights**

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

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

**4.4 INTERESTS OF DIRECTORS, EXPERTS AND ADVISORS**

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

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

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

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

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

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

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

<b>Director</b>	<b>Number of Shares Held</b>
Derek La Ferla	1,177,172
Demetrios Pynes	4,956,682
Paolo Ferrara	4,979,580
Dimitri Bacopanos	333,333

(b) **Directors' remuneration**

The Constitution provides that the Directors may be paid for their services as directors a maximum total amount (excluding salaries) determined by the Company in general meeting (currently set at \$500,000). Executive Directors are entitled to be remunerated by salary or other employment related benefits in accordance with their employment agreements. The table below sets out the remuneration paid to the Directors for the two financial years prior to the date of this Prospectus and for the current financial year until the date of this Prospectus:

Director	Remuneration paid in 2018 financial year	Remuneration paid in 2019 financial year	Estimated remuneration to be paid in 2020 financial year
Derek La Ferla	154,750	54,750	54,750
Demetrios Pynes	433,935	310,881	314,046
Paolo Ferrara	438,103	258,706	314,046
Dimitri Bacopanos	136,000	39,420	39,420

(c) **Experts and advisers**

Price Sierakowski Corporate has acted as legal adviser to the Company. Price Sierakowski Corporate's fees for work in relation to the Offer (which includes services in connection with the Offer) up to the date of lodgement of this Prospectus will be approximately \$10,000 (plus GST and disbursements). Price Sierakowski Corporate may receive further fees for additional work done determined on the basis of hours spent at its ordinary hourly rates.

(d) **Expenses of the Offer**

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

Expense	Amount
Legal fees	\$10,000
ASIC fees	\$3,206
Total	\$13,206

#### 4.5 **WARRANTY CLAIM**

The Company is currently in negotiations with the vendors of Onwatch Pty Ltd ("**Onwatch Vendors**") in respect to a warranty claim under a share sale and purchase agreement which completed on or around 1 May 2019 ("**Onwatch Agreement**"). As at the date of this Prospectus, the Company's view is that there may have been breaches of warranties entitling the Company to recover funds from the Onwatch Vendors. Whilst the Company has been attempting to resolve questions of quantum and liability with the Onwatch Vendors, agreement has not yet been reached. The Company will keep the market updated with these proceedings in accordance with its continuous disclosure obligations.

#### 4.6 **LITIGATION**

The Company is presently involved in litigation in respect of a claim brought against it by Specialist Australian Security Group Pty Ltd (In Liquidation) ("**SASG**") and Matthew James Jess and Nathan

Lee Deppeler in their capacity as joint and several liquidators of SASG against Onwatch Pty Ltd in the Supreme Court of Victoria seeking:

- amounts alleged to be owed by Onwatch Pty Ltd to SASG and the liquidators of SASG pursuant to a Management Services Agreement entered into in May 2014, and a Share Sale Agreement dated 22 April 2015, between Onwatch Pty Ltd, SASG and others, totalling \$1,025,769.21;
- unspecified damages for breach of contract;
- interest on the alleged outstanding amounts; and
- costs.

The Company is defending the claim and disputes the amounts claimed. In any event, the Company notes that the Onwatch Agreement provides an indemnity from the Onwatch Vendors for any liabilities incurred by the Company arising out of any action by the liquidators of SASG where those liabilities are above \$350,000 in aggregate. An amount of \$350,000 has already been provided for in the Company's financial statements in this respect. The Company is not aware of any reason why the Onwatch Vendors will be unable to meet this indemnity, however there is always a risk associated with non-recoverability of amounts owed by a third party pursuant to an indemnity.

Other than this claim, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company. The Company, however, notes that litigation proceedings may commence with respect to certain warranty claims that remain subject to negotiations with the Onwatch Vendors as described in Section 4.5.

#### **4.7 CONSENTS**

(a) **Price Sierakowski Corporate**

Price Sierakowski Corporate has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as legal advisor to the Company in respect of the Offer in the form and context in which it is named.

(b) **Basis of consents**

Each of the persons named as providing consents above:

- did not authorize or cause the issue of this Prospectus;
- 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 4.7; and
- to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified in this Section 4.7.

## 5 DIRECTORS' AUTHORISATION

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

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

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

A handwritten signature in black ink, appearing to be 'D. Pynes', written over a faint, light-colored oval background.

**Demetrios Pynes**  
Managing Director  
Threat Protect Australia Limited

## 6 DEFINITIONS

Definitions used in this Prospectus are as follows:

**Acceptance Form** means an acceptance form attached to and forming part of this Prospectus.

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

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

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

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

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

**Black Crane** means Black Crane Investment Management Limited.

**Board** means the board of Directors.

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

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

**Closing Date** means the date that the Offer close which is 5.00pm (WST) on 13 December 2019 or such other time and date as the Company determines.

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

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

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

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

**Exempt Investor** means a professional and/or sophisticated investor or an otherwise exempt offeree for the purpose of section 708 of the Corporations Act.

**Lodgement Date** means 5 December 2019.

**New Share** means a Share issued under the Offer.

**Offer** means the offer of 100 Shares at an issue price of \$0.16 pursuant to this Prospectus to raise \$100.

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

**Opening Date** means the first date for receipt of acceptances under the Offer which is 9:00am (WST) on 5 December 2019 or such other time and date as the Company determines.

**Placement** has the meaning given in Section 2.1.

**Placement Shares** has the meaning given in Section 2.1.

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

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

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

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

**Share Registry** means Link Market Services Limited.

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

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





## Guide to the Acceptance Form

This Acceptance Form relates to the offer of Shares in Threat Protect Australia Limited pursuant to the Prospectus dated 5 December 2019. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of Threat Protect Australia Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Acceptance Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Acceptance Form on request and without charge.

Please complete all relevant sections of the Acceptance Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Acceptance Form. Further particulars in the correct forms of resistible titles to use on the Acceptance Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for 100 Shares.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by \$0.16.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- G Threat Protect Australia Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities issued.

If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold securities issued to you under this Acceptance Form in uncertified form on the CHES subregister, complete section G or forward your Acceptance Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave section G blank and on issue, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.

- H Please complete cheque details as requested.

Make your cheque payable to "Threat Protect Australia Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.

Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Acceptance Form being rejected.

- I Before completing the Acceptance Form the applicant(s) should read the Prospectus to which the Acceptance Form relates. By lodging the Acceptance Form, the applicant(s) agrees that this Acceptance Form is for shares in Threat Protect Australia Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in section A that may be issued to the applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Acceptance Form.

**Lodgement of Acceptance Forms:** Return your completed Acceptance Form with cheque(s) attached to:

<b>Delivered to:</b> Threat Protect Australia Limited Level 1, 672 Murray Street West Perth WA 6005	<b>Posted to:</b> Threat Protect Australia Limited Level 1, 672 Murray Street West Perth WA 6005
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Acceptance Forms must be received no later than 5.00pm (WST) on 13 December 2019 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

### Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Threat Protect Australia Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor ( a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son