



THREAT PROTECT AUSTRALIA LIMITED

ACN 060 774 227

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10.00AM WST
DATE: 18 April 2019
PLACE: Cliftons, Ground Floor, Parmelia House,
191 St Georges Terrace,
PERTH WA 6000

This Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 2922

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Extraordinary General Meeting of the Shareholders, to which this Notice of Extraordinary General Meeting relates, will be held at 10.00AM WST on 18 April 2019 at Cliftons, Ground Floor, Parmelia House, Perth WA 6000.

YOUR VOTE IS IMPORTANT

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 5:00PM WST on 16 April 2019.

VOTING IN PERSON

To vote in person, attend the Extraordinary General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- ▮ each member has a right to appoint a proxy;
- ▮ the proxy need not be a member of the Company; and
- ▮ a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the members' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- ▮ if proxy holders vote, they must cast all directed proxies as directed; and
- ▮ any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- ▮ the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- ▮ if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- ▮ if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- ▮ if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- ▮ an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company members; and

- ▮ the appointed proxy is not the chair of the meeting; and
- ▮ at the meeting, a poll is duly demanded on the resolution; and
- ▮ either of the following applies:
 - ▶ the proxy is not recorded as attending the meeting;
 - ▶ the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Proxy forms should be returned to Link Market Services Limited in accordance with the instructions on the enclosed proxy form by 10:00am (WST) Tuesday, 16 April 2019.

Proxy forms received later than the time specified above will be invalid.

The following methods of delivery for proxies are specified:

By post: **Threat Protect Australia Limited**
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235
 Australia

Online: **www.linkmarketservices.com.au**

Select 'Investor Login' and enter Threat Protect Australia Limited or the ASX code (TPS) in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

By facsimile: **(+61 2) 9287 0309 (from overseas)**
 (02) 9287 0309 (from Australia)

By delivery: **Link Market Services Limited**
 1A Homebush Bay Drive
 Rhodes NSW 2138

DEFINED TERMS

Capitalised terms in this Notice of Extraordinary General Meeting and Explanatory Statement are defined either in the "Glossary" Section or where the relevant term is first used.

ASIC AND ASX

A final copy of this Notice of Extraordinary General Meeting and Explanatory Statement has been lodged with ASIC and ASX.

Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL OF FINANCIAL ASSISTANCE

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

“That for the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided, from time to time, by:

- (a) *Onwatch Pty Ltd (ACN 110 557 090); and*
- (b) *Onwatch (Vic) Pty Ltd (ACN 169 205 841),*

in connection with the Transaction, as described in the Explanatory Notes to the Notice of Meeting.

2. RESOLUTION 2 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

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

“That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 4,761,905 Shares each to First Samuel Limited at an issue price of \$0.21 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of First Samuel Limited or any of its associates.

However, the Company need not disregard a vote if:

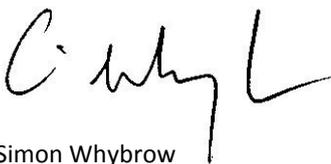
- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
 - (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
-

OTHER BUSINESS

Shareholders are invited to ask questions, make comments and to raise any other business which may lawfully be brought before the Extraordinary General Meeting.

Dated: 20 March 2019

By Order of the Board



Simon Whybrow

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution which is the subject of the business of the Meeting.

1. RESOLUTION – FINANCIAL ASSISTANCE

1.1 Background

On or about 1 March 2019, the Company entered into a note subscription agreement (**Agreement**), under which Investment Opportunities IV Pte Limited (Global Loan Agency Services Australia Pty Limited acting as agent; Global Loan Agency Services Australia Nominees Pty Ltd as security trustee under a separate security trust deed) (**Lender**) subscribed for 36,000,000 loan notes in the Company at \$1.00 each, with the total proceeds of the subscription being \$36,000,000 (**Loan**), which shall accrue interest over the duration of the Agreement. The Lender is a non-related party of the Company.

The Company will use the Loan, among other things, towards acquiring 100% of the issued shares of Onwatch Pty Ltd (ACN 110 557 090) (**Transaction**), an alarm monitoring and security provider.

Under the Agreement, upon being acquired by the Company, Onwatch Pty Ltd (ACN 110 557 090) and Onwatch (Vic) Pty Ltd (ACN 169 205 841) (together, **Guarantors**) are required to accede to the Agreement and execute a registerable first ranking general security deed over all of their present and future assets and undertakings in favour of Global Loan Agency Services Australia Nominees Pty Ltd within 21 business days of funding of the Loan. The Guarantors will also be required to accede to Agreement to guarantee the liabilities of the Company within the same time period.

1.2 Restrictions on companies giving financial assistance

Section 260A(1) of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company if the assistance is approved by shares under section 260B of the Corporations Act.

A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out or something in the nature of aid or help. Common examples of financial assistance include issuing a debenture, giving security over the company's assets, and giving a guarantee or indemnity in respect of another person's liability.

The giving of guarantees by the Guarantors in respect of the Agreement would give financial assistance to the Company via the provision of necessary funds to complete the Transaction. Therefore, the Guarantors must have the financial assistance outlined in this Explanatory Memorandum approved by a resolution agreed to, at a general meeting, by all of their respective ordinary shareholders in accordance with section 260B(1)(b) of the Corporations Act.

Under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company will be a subsidiary of another corporation which is listed in Australia, the financial assistance must also be approved by a special resolution of the holding company. Because the Company is listed in Australia and will be the holding company of the Guarantors, shareholders of the Company are asked to approve the giving of financial assistance.

As required under section 260B(6) of the Corporations Act, should this Resolution be approved, the Company will lodge with ASIC a notice, in the prescribed form, stating that the financial assistance to which this Resolution relates has been approved.

1.3 Reasons for giving financial assistance

Without the provision of the guarantees by the Guarantors in respect of the Agreement, the Company would be unable to enter into the Agreement and therefore would face uncertainty in relation to completing on the Transaction.

1.4 Effect of financial assistance

As the Company is already liable for the amounts payable under the Agreement, including the repayment of the Loan, the giving of financial assistance by each of the Guarantors is unlikely to have any adverse effect on the Company.

The substantial effect of the financial assistance to the Guarantors is that each Guarantor will have guaranteed all amounts payable under the Agreement.

The Directors do not believe that the Company or any of the Guarantors are likely to default in their obligations under the Agreement.

1.5 ASIC

As required by section 260B(5) of the Corporations Act, copies of this Notice and this Explanatory Memorandum as sent to Shareholders were lodged with ASIC before they were sent to the shareholders.

1.6 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTION – RATIFICATION OF ISSUE OF PLACEMENT SHARES

2.1 Background

On 14 January 2019, the Company successfully raised \$1,000,000 for the offer of 4,761,905 Shares at an issue price of \$0.21 each (before costs) under a placement of Shares (**Placement**) to First Samuel Limited (ACN 086 243 567), a non-related party of the Company. The Company issued the Shares using its placement capacity under Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval under Resolution 2 to ratify the prior issue of 4,761,905 Shares under the Placement to First Samuel Limited in accordance with Listing Rule 7.4.

2.2 Listing rule 7.4

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of securities by a company if those securities, when aggregated with the securities issued by the company during the previous 12 months (without approval and which were not subject to an exception), exceed 15% of the number of shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company ratifies a prior issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 2 proposes the ratification of the issue of 4,761,905 Shares under the Placement for the purpose of satisfying the requirements of Listing Rule 7.4. If Resolution 2 is approved, the Shares will not be included in the Company's 15% calculation for the purposes of Listing Rule 7.1.

As required by Listing Rule 7.5, the following information is provided in relation to Resolution 1.

(a) **Number of securities issued**

4,761,905 Shares.

(b) **Price at which the securities were issued**

\$0.21 per Share.

(c) **Terms of the securities**

The Shares issued under the Placement rank equally in all respects with existing Shares on issue.

(d) **Name of the persons to whom the entity will issue the securities or the basis on which those persons were determined**

First Samuel Limited (ACN 086 243 567).

(e) **Intended use of the funds raised**

The Company has or intends to use the funds raised under the Placement towards general working capital, which includes wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, payments to creditors, interest payments and other items of a general administrative nature and cash reserves which may be used in connection with the Company's projects, as determined by the Board at the relevant time.

2.3 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

3. ENQUIRIES

Shareholders are requested to contact Mr Simon Whybrow on + 61 8 9322 2922 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Agreement means the note subscription agreement described in section 1.1 of the Explanatory Statement.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Extraordinary General Meeting, EGM or Meeting means the meeting convened by the Notice.

Global Loan Agency Services means Global Loan Agency Services Australia Pty Limited (ACN 608 829 303).

Guarantors means the Guarantors set out in section 1.1 of the Explanatory Statement.

Lender means the lenders set out in section 1.1 of the Explanatory Statement.

Listing Rules means the official listing rules of ASX.

Loan means the loan described in section 1.1 of the Explanatory Statement.

Notice or Notice of Extraordinary General Meeting or Notice of General Meeting means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Placement means placement described in section 2.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Extraordinary General Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Transaction means the acquisition of Onwatch Pty Ltd (ACN 110 557 090) by the Company as described in section 1.1 of the Explanatory Statement.

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY MAIL**
Threat Project Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Threat Project Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am (WST) on Thursday, 18 April 2019 at Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, PERTH WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Approval of Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Shareholder 2 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Shareholder 3 (Individual) <input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Tuesday, 16 April 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Threat Project Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**