
THREAT PROTECT AUSTRALIA LIMITED

ACN 060 774 227

ADDENDUM TO NOTICE OF GENERAL MEETING

Threat Protect Australia Limited (ACN 060 774 227) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of General Meeting released to ASX on 26 June 2020 (**Notice**) in respect of the general meeting of Shareholders to be held at 3:00pm (WST) on Friday, 31 July 2020 at Hay Room, BDO, 38 Station Street, Subiaco WA 6008 (**Meeting**), the Directors have determined to amend the Notice by inclusion of two additional Resolutions, being Resolutions 3 and 4 (together, the **Additional Resolutions**) as set out in this Addendum.

General

Defined terms in the Notice have the same meaning in this Addendum.

This Addendum is supplemental to the original Notice and should be read in conjunction with the original Notice. Save for the Additional Resolutions set out below, all other Resolutions proposed in the original Notice remain unchanged.

Replacement Proxy Form

As a result of inclusion of two additional Resolutions, the Company advises that there has been a change to the Proxy Form previously despatched to Shareholders with the Notice (**Original Proxy Form**) and accordingly, a replacement Proxy Form is annexed to this Addendum (**Replacement Proxy Form**).

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Original Proxy Form and **you wish to change your original vote, or vote on Resolutions 3 and 4, you must complete and return the Replacement Proxy Form** annexed to this Addendum.
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote, or vote on Resolutions 3 and 4, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 and 2 unless you submit a Replacement Proxy Form. However, completed Original Proxy Forms annexed to the Notice will not be accepted or counted in relation to Resolutions 3 and 4.
- (c) If you have not yet completed and returned an Original Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, being Resolutions 1 to 4, **please complete and return the Replacement Proxy Form annexed to this Addendum**.

Likewise if you have appointed proxy using the online capabilities and you wish to update your proxy preferences or appoint a proxy for Resolutions 3 and 4 online, the online proxy capabilities (available at www.linkmarketservices.com.au) have been updated to include the ability to appoint and instruct a proxy in respect of voting on Resolutions 3 and 4.

To vote on Resolutions 3 and 4 by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM** annexed to this Addendum or if using the online capabilities for proxy

The Notice is amended by the inclusion of the Additional Resolutions as follows:

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DENNISON HAMBLING

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 11.4(b) of the Constitution and for all other purposes, Mr Dennison Hambling, a Director who was appointed as an additional Director on 20 January 2020, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 4 – ELECTION OF DIRECTOR – MR PETER KENNAN

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 11.4(b) of the Constitution and for all other purposes, Mr Peter Kennan, a Director who was appointed as an additional Director on 20 January 2020, retires, and being eligible, is elected as a Director.”

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement outlined in the Notice is supplemented by adding the Additional Resolutions (as set out below)

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DENNISON HAMBLING

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.4(b) of the Constitution, any Director so appointed holds office only until the next general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Hambling, having been appointed by other Directors on 20 January 2020 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Mr Hambling is the head of Public and Private Equity for 360 Capital group and has over 20 years of capital market experience. Dennison joined 360 Capital in 2019 having been Chief Investment Officer of First Samuel Limited for 12 years. Prior to this Dennison was a portfolio manager at Cooper Investors Ltd and prior to that worked at Goldman Sachs JB Were as an analyst. Dennison started his investment career in New Zealand working with NZ Funds Management as an Australasian Equity Analyst.

Mr Hambling is currently a Non-Executive Director of a private medical business, a North American silica producer and a Director of the 360 Capital Equities Management Pty Ltd (a substantial shareholder of the Company), the manager of the 360 Capital Active Value Fund. Dennison has an M.Com (Hons) in Economics from the University of Auckland and is a CFA Charterholder.

4.3 Independence

Mr Hambling is a Director of 360 Capital Equities Management Pty Ltd, a substantial shareholder of the Company. He is the head of public and private equities for 360 Capital Equities Management Pty Ltd.

Accordingly, if elected the Board does not consider Mr Hambling will be an independent Director.

4.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Hambling and no material adverse information has been revealed.

4.5 Board recommendation

The Board has reviewed Mr Hambling's performance since his appointment to the Board and considers that Mr Hambling's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Hambling and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MR PETER KENNAN

5.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.4(b) of the Constitution, any Director so appointed holds office only until the next general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Kennan, having been appointed by other Directors on 20 January 2020 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

5.2 Qualifications and other material directorships

Mr Kennan is CEO, CIO and ultimate controlling shareholder of BCIM. Black Crane, managed by BCIM, is a substantial shareholder of the Company. Prior to founding BCIM in 2009, Peter Kennan was a corporate financier with UBS Asia Pacific. He has 25 years of investment and corporate finance experience across a diverse range of sectors and transactions. With UBS, Peter was Head of Asian Industrials Group for UBS Asia, a corporate finance sector team covering energy, infrastructure, resources, consumer/retail and general industrial companies. Peter

was also the Head of Telecoms and Media sector team for UBS Australia specialising in M&A, advising on many large, complex transactions. Peter is currently a Non-Executive Director of ASX listed MMA Offshore Limited.

5.3 Independence

Black Crane is a substantial shareholder of the Company. Mr Kennan is the CEO, CIO and ultimate controlling shareholder of Black Crane's investment manager, BCIM, which makes all investment decisions for Black Crane and therefore has the capacity to determine Black Crane's decisions and outcomes regarding its financial and operating policies.

Accordingly, if elected the Board does not consider Mr Kennan will be an independent Director.

5.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Kennan and no material adverse information has been revealed.

5.5 Board recommendation

The Board has reviewed Mr Kennan's performance since his appointment to the Board and considers that Mr Kennan's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Kennan and recommends that Shareholders vote in favour of Resolution 4.

ENQUIRIES

Shareholders are requested to contact the Company Secretary, Peter Webse, on +61 409 328 199 if they have any queries in respect of the matters set out in this Addendum to the Notice.

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

REPLACEMENT PROXY FORM

I/We being a member(s) of Threat Protect 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 General Meeting of the Company to be held at **3:00pm (WST) on Friday, 31 July 2020** at Hay Room, BDO, 38 Station Street, SUBIACO WA 6008 (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

STEP 2

Resolutions	For	Against	Abstain*
1 Approval of Issue of Conversion Shares and the maximum voting power by Black Crane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Shares to Black Crane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr Dennison Hambling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director - Mr Peter Kennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * 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

STEP 3

Shareholder 1 (Individual) <input style="width: 200px; height: 20px;" type="text"/>	Joint Shareholder 2 (Individual) <input style="width: 200px; height: 20px;" type="text"/>	Joint Shareholder 3 (Individual) <input style="width: 200px; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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 **3:00pm (WST) on Wednesday, 29 July 2020**, 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).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Threat Protect 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 GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**