



16 February 2016

ASX ANNOUNCEMENT

Cleansing Prospectus

The Company advises that it has today lodged a cleansing prospectus with ASIC. A copy of the Prospectus is attached to this announcement.

Jay Stephenson
COMPANY SECRETARY

THREAT PROTECT AUSTRALIA LIMITED

ACN 060 774 227 | ABN 36 060 774 227

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Tel: 1300 847 328 | Fax: +61 8 9322 9711 | Email: info@threatprotect.com.au
Website: www.threatprotect.com.au

Threat Protect Australia Limited

ACN 060 774 227

Prospectus

For the offer of 333,334 Shares at an issue price of \$0.03 per Share to raise approximately \$10,000 before expenses.

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to facilitate secondary trading of the Placement Shares to be issued by the Company. The Offer is only made to persons nominated by the Company.

Important information: *This Prospectus provides important information to assist prospective investors to decide whether or not to invest in the Company. It should be read in its entirety. If you do not understand it, you should consult your professional advisers.*

THE SHARES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED SPECULATIVE.

Corporate directory

Directors

Derek Noel La Ferla
Non-Executive Chairman

Demetrios Pynes
Chief Executive Officer

Paolo (“Paul”) Ferrara
Chief Operating Officer

Ian Olson
Non-Executive Director

Company’s Registered Office

Suite 12, Level 1
11 Ventnor Avenue
WEST PERTH WA 6005
Australia

ASX Code: TPS

Tel: + 61 8 6141 3500

Fax: + 61 8 6141 3599

Email: info@threatprotect.com.au

Website: www.threatprotect.com.au

Solicitors to the Offer

Lavan Legal
Level 20, The Quadrant
1 William Street
PERTH WA 6000

Company Secretary

Jay Stephenson

Share Registry*

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
PERTH WA 6000
Australia

Tel: 1300 787 272 (within Australia)

+61 8 9323 2000 (outside Australia)

Fax: +61 8 9323 2033

Web: www.computershare.com

Auditors*

Rothsay Chartered Accountants
Suite 11, 4 Ventnor Avenue
WEST PERTH WA 6005
Australia

**This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.*

Indicative timetable

Lodge Prospectus with ASIC and ASX	16 February 2016
Opening Date of Offer	16 February 2016
Closing Date of Offer*	17 February 2016

***Note:** The Company reserves the right to bring forward or extend the Closing Date at any time after the Opening Date without notice.

Important notices

This Prospectus is dated 16 February 2016. A copy of the Prospectus was lodged with ASIC on that date. ASIC takes no responsibility for the content of this Prospectus.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Shares the subject of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus or the Offer, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus or the Offer. No document or information included on our website is incorporated by reference into this Prospectus.

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. It does not contain the same level of disclosure as a prospectus for an initial public offering. In making statements in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and their professional advisers.

This Prospectus does not constitute an offer in any place in which, or to persons to whom, it would not be lawful to make an offer. Distribution of this Prospectus in jurisdictions outside Australia may be restricted by law, and persons who come into possession of this Prospectus should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This document may not be distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. Any securities described in this document have not been and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act of 1933 and applicable US state securities law.

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and our management. We cannot and do 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 and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.

The Offer is only available to those who are personally invited to accept it. Applications for Shares offered pursuant to this Prospectus can only be made on the Application Form.

Before deciding to invest in the Company prospective investors should read entirely this Prospectus and, in particular the risk factors set out in Section 4. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest.

Any investment in Shares should be regarded as speculative.

Please read the privacy information located in Section 5.9. By submitting an Application Form, you consent to the matters outlined in that section.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary on page 19.

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1. Details of the Offer

1.1 Background

On 9 February 2016 the Company announced the issue of the Placement Shares at an issue price of \$0.03 per Share. The Placement Shares will be issued without disclosure under Chapter 6D of the Corporations Act.

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.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- 1.1.1 the relevant securities are in a class of securities that are quoted securities of the body; and
- 1.1.2 either:
 - (a) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (b) a prospectus is lodged with ASIC 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; and
- 1.1.3 the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The main purpose of this Prospectus and the Offer made under it is to comply with section 708A(11) of the Corporations Act so that the Placement Shares can be offered for sale within 12 months of their issue.

1.2 Shares offered for issue

Under this Prospectus, the Company offers for subscription up to 333,334 Shares at an issue price of \$0.03 per Share to raise up to approximately \$10,000 before expenses. The Offer is only extended to specific unrelated persons identified by the Board and is not open to the general public.

The Shares offered under this Prospectus will rank equally with the existing Shares on issue.

The rights and liabilities of the Shares offered under this Prospectus are summarised at Section 2.

The Offer will open on the Opening Date and close on the Closing Date.

1.3 Minimum subscription

There is no minimum subscription in respect of the Offer.

1.4 Applications

Applications for Shares under the Offer must only be made by investors at the direction of the Company and must be made using the Application Form.

By completing an Application Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have personally received the Application Form together with a complete and unaltered copy of the Prospectus.

Application Forms must be accompanied by a personal cheque or a bank draft, payable in Australian dollars, for an amount equal to the number of Shares for which the Applicant wishes to apply multiplied by the issue price of \$0.03 per Share. Cheques or bank drafts should be made payable to "**Threat Protect Australia Limited**" and crossed "Not Negotiable". No brokerage or stamp duty is payable by Applicants. The amount payable on application will not vary during the period of the Offer.

Applicants should ensure that cleared funds are available at the time the Application Form is lodged, as dishonoured cheques will result in the Application Form being rejected.

Application monies will be held in trust in a subscription account established and controlled by the Company until the allotment of Shares has taken place or the application monies are returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

Detailed instructions on how to complete the Application Form are set out on the reverse of the form.

Completed Application Forms and accompanying cheques or bank drafts should be delivered or posted to:

Threat Protect Australia Limited
Unit 1 / 8 Fisher Street
BELMONT WA 6104
Australia

Application Forms and accompanying cheques or bank drafts must be received at the above address by no later than 5.00pm AWST on the Closing Date.

The Directors will determine the allottees of all the Shares offered under the Offer in their sole discretion. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued under the Offer is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

1.5 Underwriter

The Offer is not underwritten.

1.6 ASX listing

Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

1.7 Issue

The issue of Shares offered under the Offer will take place as soon as practicable after the Closing Date.

Holding statements for Shares issued to the issuer sponsored subregister and confirmation of issue for Clearing House Electronic Subregister System (**CHES**) holders will be mailed to Applicants being issued Shares pursuant to the Offers as soon as practicable after their issue.

1.8 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

1.9 Enquiries

Any queries regarding the Offer should be directed to Mr Jay Stephenson, Company Secretary, on +61 8 6141 3500.

2. Use of funds and effect of the Offer

2.1 Use of funds

Under the Offer, an amount of approximately \$10,000 (before expenses) will be raised (assuming the Offer is fully subscribed). All of the funds raised from the Offer will be applied towards the expenses of the Offer.

2.2 Effect of the Offer on capital structure

The Company's capital structure upon completion of the Offer (assuming it is fully subscribed) is summarised below:

Shares	Number
Shares currently on issue ¹	601,998,336
Placement Shares to be issued	102,899,995
Shares to be issued pursuant to the Offer	333,334
Total Shares on completion of the Offer²	705,231,665
Options	Number²
Unlisted Options exercisable at \$0.1336 each on or before 29 November 2017	300,000
Unlisted Options exercisable at \$0.40 each on or before 29 November 2017	300,000
Unlisted Options exercisable at \$0.60 each on or before 29 November 2017	300,000
Unlisted Options exercisable at \$0.025 each on or before 4 September 2018	100,000,000
Unlisted Options exercisable at \$0.0485 each on or before 31 October 2020	15,000,000
Unlisted Options exercisable at \$0.038 each on or before 31 October 2020	10,000,000
Unlisted Options exercisable at \$0.0467 each on or before 31 October 2020	10,000,000
Unlisted Options exercisable at \$0.0511 each on or before 31 October 2020	10,000,000
Total Options on completion of the Offer	145,900,000

Notes:

1. This amount includes 169,577,251 escrowed Shares.
2. Assumes no Options currently on issue are exercised before completion of the Offer.

2.3 Effect of the Offer on financial position

After paying for the expenses of the Offer of approximately \$20,000, there will be no proceeds from the Offer. The expenses of the Offer (to the extent that they exceed the amount raised under the Offer) will be met from the Company's existing cash reserves.

The Directors do not consider that the Offer will have a material effect on the Company's financial position. The effect of the Offer on the Company's financial position will be receipt of funds of \$10,000 (assuming the Offer is fully subscribed) less expenses of the Offer of approximately \$20,000.

3. Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

3.1 General meetings

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

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

3.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

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

3.3 Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

3.4 Winding-up

If the Company is wound up, any property that remains after satisfaction of all debts and liabilities of the Company and the payment of costs, charges and expenses of winding up will be distributed among the Shareholders in accordance with their respective rights.

Any amount that would otherwise be distributable to the holder of a partly paid Share must be reduced by the amount unpaid on that Share as at the date of distribution.

The liquidator may, with the authority of a special resolution of the Company, divide amongst the Shareholders the whole or any part of the Company's property and decide how the division is to be carried out between the Shareholders or classes of Shareholders. No Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

3.5 Shareholder liability

As the Shares offered under this Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

3.6 Transfer of Shares

Generally, Shares 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 or the ASX Listing Rules.

3.7 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 Shareholders, vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares 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 shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

3.8 Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4. Investment risks

4.1 Introduction

The Company's activities are subject to a number of risks, which may impact the future financial performance and market price at which Shares offered under this Prospectus trade. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, others are outside the Company's control and cannot be mitigated. Therefore, investors who acquire the Shares under this Prospectus may be exposed to a number of risks. Broadly, these risks can be classified as risks general to investing in the share market and risks specific to an investment in Shares and the Company's underlying business.

This Section sets out some of the major risks associated with investing in the Shares. This list is not exhaustive and investors should read this Prospectus in its entirety before making an investment decision. Investors should also have regard to their own investment objectives and financial circumstances, and should consider seeking appropriate independent investment advice before deciding whether to invest in the Shares.

4.2 Specific risks

4.2.1 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 Licences are held by Mr Paolo Ferrara (a Director of the Company). If Mr Ferrara ceases to be an officer of Threat Protect, 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.

4.2.2 Changes to licensing regime impacting on operating costs

The Company (through Mr Paolo Ferrara) 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.

4.2.3 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.

4.2.4 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 Directors could limit the speed at which the Company can take advantage of the Company's predominantly fixed operating costs via bolt-on acquisitions.

4.2.5 Subsidiary disposal strategy

As previously notified to the market, the Company intends to dispose of its mineral tenements and exploration businesses. Consistent with this disclosed intention, Frontier Resources Ltd (a wholly owned subsidiary of the Company), has agreed to assign 3 prospecting licences (being PL No. 9336/2013, PL No. 9406/2013 and PL No. 9407/2013 situated in the Madaba Area, Liwale District, Tanzania) to Olympic Exploration Limited for the sum of AU\$100,000 (plus US\$61,690 in satisfaction of outstanding annual rent) with payment conditional upon registration of the tenement transfers by the Tanzanian authorities. The Directors will continue to explore the mechanisms by which the disposal of the mining interests might be effected in the best interests of Shareholders, whether by way of asset or share sale, demerger, or otherwise. If the Company does not regard any such further opportunities for disposal as commercial, the Company intends to pursue liquidation of the entities holding those interests. There is a risk that the liquidation process could become protracted and, even if not protracted, that the Company's exposure on a liquidation of these subsidiaries could exceed the amounts anticipated and that any time delay or increase will have a corresponding negative impact on the Company's financial position.

4.2.6 Competitor risks

The Company's business operates in markets with established competitors and no assurance can be given that the actions of existing or future competitors will not have a material adverse effect on these businesses' operations or financial condition.

The market for security, monitoring and risk management services is highly competitive and characterised by frequent product improvements and evolving technology. The Company's ability to compete successfully will in part depend on its ability to create new products and be the first to market with these products. The development of innovative new products by the Company's competitors or the discovery of alternative services or potential solutions for the problems that the Company's business assists with could result in the products being non-competitive or obsolete.

4.2.7 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.

4.2.8 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.

4.2.9 Key employee risks

The Company's future success may depend in part on its continued access to highly qualified technical and managerial personnel. The loss of key staff could have a material adverse effect on the Company. While the Company seeks to ensure that the services of key personnel are retained, no assurances can be given that the Company will continue to retain and attract key staff as required by its business.

4.2.11 Volatility in the market price of Shares

Although the Company is listed on the Official List, there is no assurance that an active trading market for its Shares will be sustained. There is also no assurance that the market price for the Shares will not decline below the price at which they were subscribed for.

4.2.12 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.

4.2.13 Foreign currency and exchange rate

Revenue and expenditure of the Company may be domiciled in currencies other than Australian dollars and as such expose the Company to foreign exchange movements, which may have a positive or negative influence on the Australian dollar equivalent of such revenue and expenditure.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist in managing these risks. However, the implementation of such measures may not eliminate all such risks and the measures themselves may expose the Company to related risks.

4.2.14 **Contract risk**

Some of the Company's customer contracts (including certain key 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.

4.3 **General risks**

4.3.1 **General economic climate**

The Company's performance may be significantly affected by changes in economic conditions and particularly conditions which affect the security services industry. The profitability of the Company's business may be affected by some or all of the factors listed below:

- (a) future demand for security, monitoring and risk management services;
- (b) general financial issues which may affect policies, exchange rates, inflation and interest rates;
- (c) deterioration in economic conditions, possibly leading to reductions in consumer spending and other potential revenues which could be expected to have a corresponding adverse impact on the Company's operating and financial performance;
- (d) financial failure or default by any entity with which the Company may become involved in a contractual relationship;
- (e) industrial disputes in Australia and overseas;
- (f) changes in investor sentiment toward particular market sectors;
- (g) the demand for, and supply of, capital; and
- (h) terrorism or other hostilities.

4.3.2 **Political factors**

The Company may be affected by the impact that political factors have on the various world economies or the Australian economy or on financial markets and investments generally or specifically.

4.3.3 **Litigation**

Litigation brought by third parties including but not limited to customers, partners, suppliers, business partners or employees could negatively impact the business in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance.

4.3.4 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.

4.3.5 Stock market conditions

The market price of the Shares may be influenced by international and domestic factors affecting conditions in equity and financial markets. These factors may affect the prices for the securities of companies quoted on the ASX, including the Company.

4.4 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the Company's financial performance and the value of the Shares offered under this Prospectus

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

5. Additional information

5.1 Disclosing entity

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. The Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus" for the purposes of section 713 of the Corporations Act. In general terms, a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on a company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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 and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- 5.1.1 it is subject to regular reporting and disclosure obligations;
- 5.1.2 copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- 5.1.3 it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (a) the annual financial report of the Company for the financial year ended 30 June 2015, being the most recent financial report for a financial year of the Company lodged with the ASIC before the issue of this Prospectus;
 - (b) any half-year financial report lodged with ASIC by the Company after the lodgement of that annual report and before the lodgement of this Prospectus with ASIC; and
 - (c) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of that annual report and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours. The Company has lodged the following announcements with ASX since lodgement of the 30 June 2015 audited financial statements and before the lodgement of this Prospectus:

Date	Description of announcement
30 September 2015	Change of address
7 October 2015	Research report
7 October 2015	Appendix 4G
9 October 2015	Director resignation / Final director's interest notice
19 October 2015	Completed acquisition of major security monitoring provider
26 October 2015	Director appointment / Initial director's interest notice
26 October 2015	Notice of Annual General Meeting / Proxy form
30 October 2015	Quarterly report and Appendix 4C
5 November 2015	Addendum to Notice of Annual General Meeting
26 November 2015	Results of Annual General Meeting

Date	Description of announcement
14 December 2015	Investor presentation
15 December 2015	Launch of Safe Haven application
24 December 2015	Appendix 3B and Appendix 3Y x 4
29 January 2016	New Contract Signed with Largest Client
29 January 2016	Quarterly Activity Report and Appendix 4C
4 February 2016	Additional Information – New Contract Signed
5 February 2016	Trading Halt
9 February 2016	Threat Protect to Further Expand with Two Acquisitions

ASX maintains files containing publicly available information from all listed companies. The Company's file is available for inspection at ASX during business hours.

The announcements are also available through the Company's website at www.threatprotect.com.au.

5.2 Interests of Directors

Other than as set out in this Prospectus, no Director, nor any firm in which a Director is a partner holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- 5.2.1 the formation or promotion of the Company;
 - 5.2.2 any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
 - 5.2.3 the Offer,
- and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or to any firm in which a Director is a partner:
- 5.2.4 as an inducement to become, or to qualify as, a Director; or
 - 5.2.5 for services provided in connection with the formation or promotion of the Company or the Offer.

Holdings of securities

The direct and indirect interests of the Directors in the Company's securities as at the date of this Prospectus are shown in the following table:

Director	Shares	Options
Demetrios Pynes ¹	30,741,779	5,000,000 exercisable at \$0.025 each on or before 4 September 2018 5,000,000 exercisable at \$0.038 each on or before 31 October 2020 5,000,000 exercisable at \$0.0467 each on or before 31 October 2020 5,000,000 exercisable at \$0.0511 each on or before 31 October 2020
Paolo Ferrara ²	28,417,068	5,000,000 exercisable at \$0.025 each on or before 4 September 2018 5,000,000 exercisable at \$0.038 each on or before 31 October 2020 5,000,000 exercisable at \$0.0467 each on or before 31 October 2020 5,000,000 exercisable at \$0.0511 each on or before 31 October 2020
Derek La Ferla ³	3,125,000	5,000,000 exercisable at \$0.025 each on or before 4 September 2018 10,000,000 exercisable at \$0.0485 each on or before 31 October 2020
Ian Olson ⁴	Nil	5,000,000 exercisable at \$0.0485 each on or before 31 October 2020
Total:	62,283,847	60,000,000

Notes:

1. Includes securities held by Michelle Pynes, a related party of Demetrios Pynes.
2. Includes securities held by Concetta Ferrara, a related party of Paolo Ferrara.
3. Includes securities held by APG Pty Ltd, a related party of Derek La Ferla.
4. Includes securities held by Ian Olson's spouse.

Remuneration

The Chairman and the Directors (with the exception of the chief executive officer) are entitled to be remunerated for their services as follows:

- The amount of the Directors' remuneration is a yearly sum not exceeding the sum from time to time determined by the Company in general meeting. The maximum aggregate annual remuneration which may be paid to non-executive Directors is \$300,000. This amount cannot be increased without Shareholder approval.
- The Directors' remuneration accrues from day to day, except for any non-cash benefit which is taken to accrue at the time the benefit is provided, subject to the terms on which the benefit is provided.

The Company may also pay the Directors' travelling and other expenses that they properly incur:

- in attending Directors' meetings or any meetings of committees of Directors;

- in attending any general meeting of the Company; and
- in connection with the Company's business.

The remuneration paid to Directors for the financial years ended 30 June 2014 and 30 June 2015, together with the current year, is set out in the following table:

Director	Year	Fees and salary (\$)	Share based payments (\$)	Total (\$)
Demetrios Pynes	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	193,596 ¹	305,308	498,904
Paolo Ferrara	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	193,596 ¹	305,308	498,904
Derek La Ferla	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	41,666 ²	215,667	257,333
Ian Olson	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	27,850 ²	107,834	135,684

Notes:

¹ Includes superannuation and motor vehicle allowance.

² Includes superannuation.

5.3 Interests of experts and advisers

Other than as set out in this Prospectus, no:

- 5.3.1 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;
- 5.3.2 promoter of the Company; or
- 5.3.3 underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

5.3.7 the formation or promotion of the Company; or

5.3.8 the Offer.

Lavan Legal (a firm in which Director Derek La Ferla is a partner) have acted as the Company's solicitors in relation to the Offer. The Company and its subsidiaries have incurred fees with Lavan Legal in an amount of approximately \$320,000 (excluding GST and disbursements) for services provided in the 2 years prior to the date of this Prospectus. The Company estimates Lavan Legal will be paid approximately \$15,000 (excluding GST and disbursements) with respect to the Offer and this Prospectus.

5.4 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

5.5 Consents

Each person referred to in this Section:

5.5.1 has not caused or authorised the issue of this Prospectus;

5.5.2 does not make, or purport to make, any statement in this Prospectus other than those (if any) referred to in this Section; and

5.5.3 to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section (if any).

Lavan Legal have given their written consent to being named as the solicitors to the Company in this Prospectus. Lavan Legal have not withdrawn their consent prior to the lodgement of this Prospectus with ASIC.

5.6 Expenses of the Offer

The estimated expenses of the Offer are \$20,000 (excluding GST) including ASIC, ASX, legal and printing costs. The expenses will be paid out of the Offer proceeds and the Company's existing cash reserves.

5.7 Clearing House Electronic Subregister System (CHES) and Issuer Sponsored holdings

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be sent a statement that sets out the number of Shares issued to them under this Prospectus. The notice will also advise Shareholders of their Holder

Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. A monthly statement will be sent to Shareholders if there has been any change to the number of Shares held during the preceding month. That statement is dispatched in the week following the relevant month end.

5.8 Electronic Prospectus

This Prospectus will be issued in paper form and as an electronic Prospectus which may be accessed on the internet at www.threatprotect.com.au. The Offer pursuant to the electronic Prospectus is only available to persons receiving an electronic version of this Prospectus in Australia. The Corporations Act prohibits any person passing the Application Form onto another person unless it is attached to, or accompanied by, the complete and unaltered version of the Prospectus.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company Secretary on +61 8 6141 3500 and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.threatprotect.com.au.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or that any of those documents was incomplete or altered.

5.9 Privacy statement

The Company collects information about each Applicant from the Application Form for the purposes of processing and, if the Application is successful, to administer the Applicant's shareholding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this Prospectus and may disclose it for those purposes to the Company's share registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), ASX, ASIC and other regulatory authorities.

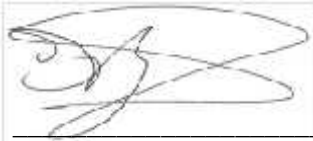
If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (name, address and details of the Shares held) in its public registers. This information must remain in the registers even if that person ceases to be a Shareholder. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Shareholders) and compliance by the Company with legal and regulatory requirements. Successful Applicants may request access to their personal information held by (or on behalf of) the Company by telephoning or writing to the Company Secretary.

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

6. 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.



Demetrios Pynes
Chief Executive Officer & Executive Director
For and on behalf of
Threat Protect Australia Limited

Glossary

Where the following terms are used in this Prospectus they have the following meanings:

\$	means the official currency of the Commonwealth of Australia.
Applicant	means a person who applies for Shares pursuant to the Offer using an Application Form.
Application Form	means the application form attached to or accompanying this Prospectus.
ASIC	means Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the official listing rules of ASX.
AWST	means Western Standard Time as observed in Perth, Western Australia.
Board	means the board of Directors as constituted from time to time.
Closing Date	means the closing date for receipt of an Application Form, being 17 February 2016 (subject to the Company reserving the right to extend the Closing Date or close the Offer early).
Company	means Threat Protect Australia Limited ACN 060 774 227.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Offer	means the offer of Shares under this Prospectus, as described in Section 1.
Official List	means the official list of ASX.
Official Quotation	means official quotation by ASX in accordance with the ASX Listing Rules.
Opening Date	means 16 February 2016.
Option	means an option to acquire a Share.
Placement Shares	means 102,899,995 Shares.
Prospectus	means this prospectus.
Section	means a section of this Prospectus.
Security Act	means the <i>Security and Related Activities (Control) Act 1996</i> (WA).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares.
Threat Protect	means Threat Protect Group Pty Ltd ACN 149 334 118, a wholly-owned subsidiary of the Company.