



Threat Protect Australia Limited
ACN 060 774 227

Addendum to Notice of Annual General Meeting

Threat Protect Australia Limited ACN 060 774 227 (**Company**) gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 17 October 2016 (**Notice of AGM**) in respect of an annual general meeting of members to be held at 10:00am (WST) on 29 November 2016 at Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth, Western Australia (**AGM**), the Directors have determined to issue this addendum to the Notice of AGM (**Addendum**) for the purposes set out below.

Replacement Proxy Form

Annexed to this Addendum is a replacement Proxy Form. To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the AGM (including those set out below), Proxy Forms annexed to the original Notice of AGM, whether duly completed or not, will **not** be accepted by the Company or counted in relation to the Resolutions to be voted on by Shareholders at the AGM.

To attend the AGM and vote on the Resolutions by proxy please complete and return the replacement proxy form annexed to this Addendum.

Defined terms

Capitalised terms which are not defined in this Addendum but which are defined in the Notice of AGM have the same meaning in this Addendum.

Important

This Addendum 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 set out in this Addendum, please do not hesitate to contact the Company Secretary, Simon Whybrow on +61 8 9322 2922.

New Ordinary Resolutions

The following new Resolutions are inserted into the Notice of AGM, immediately following Resolution 6:

7 Resolution 7 – Share placement to First Samuel Ltd (or nominee(s))

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 20 million Shares to First Samuel Ltd (or its nominee(s)) at an issue price of \$0.03 per Share on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any

associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8 Resolution 8 – Ratification of prior issue of Shares to sophisticated investors

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 102,899,995 Shares to sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9 Resolution 9 – Ratification of prior issue of Shares to unrelated parties

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 333,334 Shares to unrelated parties on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10 Resolution 10 – Ratification of prior issue of Shares to vendors of Integral Risk Group and Australian Event Protection

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 16,666,666 Shares to the vendors of Integral Risk Group and Australian Event Protection on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11 Resolution 11 – Ratification of prior issue of Shares to nominees of First Samuel Ltd

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 30 million Shares to J.P. Morgan Nominees Australia Limited (as custodian for clients of First Samuel Ltd) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board

4 November 2016

A handwritten signature in black ink, appearing to read 'S. Whybrow', written over a faint circular stamp.

Simon Whybrow
Company Secretary

Explanatory Statement

Supplementary information in relation to Resolution 3 (Approval of 10% Placement Capacity)

Since the date the Notice of AGM was dispatched to Shareholders and as announced to the market on 3 November 2016, the Company has completed the first tranche of a Share placement to J.P. Morgan Nominees Australia Limited (as custodian for clients of First Samuel Ltd) comprising the issue of 30 million Shares at \$0.03 per Share to raise \$900,000.

1 Risk of voting dilution

Section 3.3(c) in the Explanatory Statement to the Notice of AGM explains the potential risk of economic and voting dilution of existing Shareholders that may result from an issue of Equity Securities under Listing Rule 7.1A.2. As the number of Shares on issue has increased since the date of the Notice of AGM, Section 3.3(c) is replaced in its entirety with the following:

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact, where the number of Shares on issue (Variable A in the formula) changes and the economic dilution, where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.01 50% decrease in Issue Price	\$0.02 Issue Price	\$0.04 100% increase in Issue Price
751,898,331 (Current Variable A)	Shares issued - 10% voting dilution	75,189,833	75,189,833	75,189,833
	Funds raised	\$751,898	\$1,503,797	\$3,007,593
1,127,847,497 (50% increase in Variable A)	Shares issued - 10% voting dilution	112,784,750	112,784,750	112,784,750
	Funds raised	\$1,127,848	\$2,255,695	\$4,511,390
1,503,796,662 (100% increase in Variable A)	Shares issued - 10% voting dilution	150,379,666	150,379,666	150,379,666
	Funds raised	\$1,503,797	\$3,007,593	\$6,015,187

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or shares issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above assumes the following:

- 1 The current shares on issue are the Shares on issue as at 3 November 2016.
- 2 The issue price set out above is the closing price of the Shares on the ASX on 3 November 2016.
- 3 The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- 4 The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- 5 The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed, that no Options are exercised into Shares before the date of issue of the Equity Securities.
- 6 The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding, depending on their specific circumstances.
- 7 This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- 8 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- 9 The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (A) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (B) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

2 Previous approval under ASX Listing Rule 7.1A

Section 3.3(f) in the Explanatory Statement to the Notice of AGM sets out details of all issues of equity securities during the 12 months preceding the date of the AGM. Accordingly, Section 3.3(f) is replaced in its entirety with the following:

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its AGM held on 26 November 2015 (**Previous Approval**).

During the 12 months preceding the date of the Annual General Meeting, the Company has issued a total of 149,899,995 equity securities representing 24.90% of the total number of equity securities on issue at the commencement of that 12 month period.

Date issued	16/02/2016	22/02/2016	31/05/2016	3/11/2016
Number issued	102,899,995	333,334	16,666,666	30,000,000
Class of security	Fully Paid Ordinary Shares	Fully Paid Ordinary Shares	Fully Paid Ordinary Shares	Fully Paid Ordinary Shares
Persons who received	Share placement to	Specific unrelated	Vendors of Integral Risk	J.P. Morgan Nominees Australia

Date issued	16/02/2016	22/02/2016	31/05/2016	3/11/2016
securities	sophisticated investors	persons identified by the Board	Group and Australian Event Protection	Limited (as custodian for clients of First Samuel Ltd)
Price (per Share)	\$0.03	\$0.03	Deemed issue price of \$0.03	\$0.03
Discount to market	N/A	N/A	N/A	N/A
Non-cash consideration	N/A	N/A	\$500,000. Current value of non-cash consideration based on closing Share price of \$0.02 on 3 November 2016 is \$333,333	N/A
Total cash consideration	\$3,087,000	\$10,000	N/A	\$900,000
Amount of cash spent	\$3,087,000	\$10,000	N/A	Nil
Use of cash	Acquisitions and working capital	Acquisitions and working capital	N/A	Proposed acquisition and integration of monitored lines and working capital

For the purpose of this Section, working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees and other items of a general administrative nature.

Explanatory information in relation to new Resolutions 7 to 11

The following is inserted after Section 6 in the Explanatory Statement to the Notice of AGM:

7 Resolution 7 – Share placement

Resolution 7 seeks Shareholder approval for the allotment and issue of up to 20 million Shares at an issue price of \$0.03 per Share to raise up to \$600,000 (**Placement**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 7 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the AGM (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- 7.1 a maximum of 20 million Shares will be issued;
- 7.2 the Shares will be issued no later than 3 months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- 7.3 the Shares will be issued at \$0.03 per Share;
- 7.4 the Shares will be allotted and issued to First Samuel Ltd (or its nominee(s));
- 7.5 the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- 7.6 the Company intends to use the funds raised from the Placement to fund its monitored security acquisition strategy and general working capital.

8 Resolutions 8 to 11 – Ratification of prior issues of Shares

The Company has issued the following Shares:

- 8.1 On 16 February 2016, 102,899,995 Shares at an issue price of \$0.03 per Share to raise \$3,086,999.85;
- 8.2 On 22 February 2016, 333,334 Shares at an issue price of \$0.03 per Share to raise \$10,000.02;
- 8.3 On 31 May 2016, 16,666,666 Shares at a deemed issue price of \$0.03 per Share in partial consideration for the acquisition of Integral Risk Group and Australian Event Protection; and
- 8.4 On 3 November 2016, 30 million Shares at an issue price of \$0.03 per Share to raise \$900,000,

(together, the **Issues**).

Resolutions 8 to 11 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the Issues (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in Section 7 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the Issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- 8.5 The following Shares were allotted:
- 8.5.1 In relation to Resolution 8, 102,899,995 Shares were issued;
 - 8.5.2 In relation to Resolution 9, 333,334 Shares were issued;
 - 8.5.3 In relation to Resolution 10, 16,666,666 Shares were issued; and
 - 8.5.4 In relation to Resolution 11, 30 million Shares were issued.
- 8.6 The issue price in relation to the Issues was \$0.03 per Share.
- 8.7 The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- 8.8 The Shares were allotted and issued to:
- 8.8.1 In relation to Resolution 8, sophisticated investors;
 - 8.8.2 In relation to Resolution 9, unrelated parties identified by the Board;
 - 8.8.3 In relation to Resolution 10, the vendors of Integral Risk Group and Australian Event Protection; and
 - 8.8.4 In relation to Resolution 11, J.P. Morgan Nominees Australia Limited (as custodian for clients of First Samuel Ltd).
- None of these subscribers are related parties of the Company.
- 8.9 The funds raised from the Issues have or will be used for acquisitions and working capital.

**REPLACEMENT PROXY FORM
APPOINTMENT OF PROXY
THREAT PROTECT AUSTRALIA LIMITED
ACN 060 774 227**



ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00AM WST, on 29 November 2016 at Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth WA 6000, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote, to the extent permitted by law.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Derek La Ferla	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Financial Assistance for Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Share placement to First Samuel Ltd (or nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of prior issue of Shares to sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Ratification of prior issue of Shares to unrelated parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Ratification of prior issue of Shares to vendors of Integral Risk Group and Australian Event Protection	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Ratification of prior issue of Shares to nominees of First Samuel Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important for Resolutions 1 and 4.

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1 and 4 all resolutions referred to in paragraph below next to box] and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1 and 4 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1 and 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 and 4.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

THREAT PROTECT AUSTRALIA LIMITED

ACN 060 774 227

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to the Company, PO Box 561, BELMONT WA 6984; or
 - (b) facsimile to the Company on facsimile number +61 (08) 9322 9711,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.
