14 September 2018

Dear Sirs

Bluechiip Completes Oversubscribed Placement

Bluechiip Limited [ASX: BCT], is pleased to confirm that, further to the ASX Release dated 10 September 2018, the Company has completed the share placement (**Placement**) of ordinary shares that has raised $5.5 million of funding.

The Company has allotted 93,220,339.00 fully paid ordinary shares at $0.059 (5.9 cents) each to raise a total of $5.5million. After the allotment of the above securities, the Company has 490,253,716 fully paid ordinary shares on issue.

Attached is the Appendix 3B in relation to the Placement.

Information required under ASX Listing Rule 3.10.5A

The shares issued under the Placement were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1 and also the Company's additional 10% placement capacity under ASX Listing Rule 7.1A. As such, the Company provides the below information under ASX Listing Rules 7.1A.4(b) and 3.10.5A in respect of the shares issued under ASX Listing Rule 7.1A.

(a)   The Company issued 39,256,909 shares under ASX Listing Rule 7.1A which resulted in the following dilution to existing shareholders:

	Shares	**Dilution**
Number of shares on issue before the issue date	397,033,377	
Shares issued under ASX Listing Rule 7.1A	39,256,909	8%
Shares Issued under Listing Rule 7.1	53,963,430	11%
Total Shares on issue post Placement	490,253,716	
Total Dilution effect		**19%**

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Further details of the approximate percentage of the issued capital post 7.1A placement held by the pre-Placement security holders and new security holders are as follows (please note that this information relates specifically in relation to the portion of shares issued under Listing Rule 7.1A):

Percentage of pre-placement security holders who did **not** participate in the 7.1A placement	92%
Percentage of pre-placement security holders who **did** participate in the 7.1A placement	0%
Percentage of participants in the 7.1A placement who were not previously security holders	8%

(b)   The Company issued the shares as a placement under ASX Listing Rule 7.1A as it was of the view that it was the most efficient and expedient mechanism to raise the funds required to achieve its stated objectives. The Placement did not expose the Company to market volatility that may have been experienced over a more protracted raising process such as a pro-rata issue. The Company also considered that there were significant benefits in introducing Institutional and sophisticated investors to promote a more diverse shareholder base. The Company notes that it is offering a share purchase plan to existing shareholders at the same price as the placement.

(c)   No underwriting arrangements were in place in respect of the Placement.

(d)   The fees payable by the Company in connection with the Placement comprise a fee of 6% of the total funds raised pursuant to the Placement.

Notice under Section 708A

The shares above have been issued without disclosure to investors under the *Corporations Act 2001* (Cth) (**Act**). Accordingly, the Company gives notice pursuant to section 708A(5)(e) of the Act that as at the date of this notice:

1.   the Company has complied with:

(a)   the provisions of Chapter 2M of the Act as they apply to the Company; and

(b)   section 674 of the Act; and

2.   there is no information that is "excluded information" (within the meaning of sections 708A(7) and 708A(8) of the Act).

Yours sincerely

Lee Mitchell
Company Secretary

About Bluechiip Limited

Bluechiip has developed a wireless tracking solution for the healthcare and life science, security, defence and manufacturing industries which represents a generational change from current methods such as labels (hand-written and pre-printed), barcodes (linear and 2D) and microelectronic integrated circuit (IC)-based RFID (Radio Frequency Identification).

The unique tag is based on MEMS technology and contains no electronics. The tag can either be embedded or manufactured into a storage product, such as vials or bags. Easy identification, along with any associated information from the tag such as temperature can be detected by a reader, which can also sense the temperature of the tagged items. The traditional identification technologies have significant limitations. Whereas a barcode requires a visible tag or line-of-sight optical scan, bluechiip® technology does not. Unlike labels, barcodes and RFID, the bluechiip® technology can sense the temperature of each item a tag is attached to, or embedded in.

The bluechiip® technology has initial applications in the healthcare industry particularly those businesses which require cryogenic storage facilities (biobanks and biorepositories). bluechiip® offers the only technology that enables accurate and reliable tracking of products including stem cells, cord blood, and other biospecimens. In addition to functioning in extreme temperatures, the bluechiip® tracking solution can survive autoclaving, gamma irradiation sterilization, humidification, centrifuging, cryogenic storage and frosting.

The bluechiip® technology has other healthcare applications in pathology, clinical trials and forensics. Several other key markets outside of healthcare include cold-chain logistics/supply chain, security/defence, industrial/manufacturing and aerospace/aviation.

Further information is available at www.bluechiip.com

Appendix 3B

New issue announcement,
application for quotation of additional securities
and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

BLUECHIIP LIMITED

ABN

79 104 795 922

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	⁺Class of ⁺securities issued or to be issued	Fully paid ordinary shares (**Shares**)
2	Number of ⁺securities issued or to be issued (if known) or maximum number which may be issued	93,220,339 Shares;
3	Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares ranking equally with all other ordinary shares on issue

+ See chapter 19 for defined terms.

4	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.
5	Issue price or consideration	$0.059 (5.9 cents) per Share for a total subscription price of $5.5million.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Shares were issued pursuant to applications from professional and sophisticated investors by way of application for Shares under the Placement announced to ASX on 10 September 2018.
6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the ⁺securities the subject of this Appendix 3B*, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	13 November 2017
6c	Number of ⁺securities issued without security holder approval under rule 7.1	53,963,430 Shares
6d	Number of ⁺securities issued with security holder approval under rule 7.1A	39,256,909 Shares

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

6f	Number of +securities issued under an exception in rule 7.2	Nil

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes. VWAP Date: 7 September 2018 Issue Date: 14 September 2018 15 Day VWAP: $0.078 75% VWAP: $0.058 Source: Bloomberg

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1

7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	14 September 2018

8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	Number	+Class
		490,253,716	Fully paid ordinary Shares

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	(a) 4,000,000	(a) 2017 Performance Rights held by Bluechiip employees
	(b) 3000,000	(b) 2017 Performance Rights held by the Managing Director
	(c) 2,412,000	(c) 2016 Performance Rights held by Bluechiip employees
	(d) 2,000,000	(d) 2016 Performance Rights held by the Managing Director
	(e) 750,000	(e) 2015 Performance Rights held by the Managing Director

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

11 Is security holder approval required?	N/A

12 Is the issue renounceable or non-renounceable?	N/A

13 Ratio in which the +securities will be offered	N/A

14 +Class of +securities to which the offer relates	N/A

15 +Record date to determine entitlements	N/A

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

+ See chapter 19 for defined terms.

30	How do security holders sell their entitlements *in full* through a broker?	N/A
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34   Type of ⁺securities
      (*tick one*)

(a)   ☒   ⁺Securities described in Part 1

(b)   ☐   All other ⁺securities

         Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35   ☐   If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36   ☐   If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
            1 - 1,000
            1,001 - 5,000
            5,001 - 10,000
            10,001 - 100,000
            100,001 and over

37   ☐   A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A

39	+Class of +securities for which quotation is sought	

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:
- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)		

Quotation agreement

1   +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2   We warrant the following to ASX.

+ See chapter 19 for defined terms.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those ⁺securities should not be granted ⁺quotation.

- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.

- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3   We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4   We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: _____

Date: 14 September 2018
(Company Secretary)
Print name: Lee Mitchell

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid ⁺ordinary securities on issue 12 months before the ⁺issue date or date of agreement to issue	385,541,806
Add the following: • Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ⁺ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	• 2,563,000 Shares issued on 20 October 2017 (approved by shareholders under LR 7.4, LR 10.11 and LR 7.2 (exception 14). • 4,464,286 Shares issued on 6 December (approved by shareholders under LR 10.11 and LR 7.2 (exception 14)).
Subtract the number of fully paid ⁺ordinary securities cancelled during that 12 month period	Nil
"A"	392,569,092
Step 2: Calculate 15% of "A"	

+ See chapter 19 for defined terms.

"B"	0.15
	[Note: this value cannot be changed]
Multiply "A" by 0.15	58,885,363

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used

Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	4,464,285 Shares issued on 6 December 2017 by way of private placement 53,963,430 placement Shares issued on 14 September 2018 (Shares the subject of this Appendix 3B)
"C"	58,427,715

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1

"A" x 0.15 *Note: number must be same as shown in Step 2*	58,885,363
Subtract "C" *Note: number must be same as shown in Step 3*	58,427,715
Total ["A" x 0.15] – "C"	*457,648* *[Note: this is the remaining placement capacity under rule 7.1]*

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	392,569,092
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	39,256,909
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	39,256,909 Shares issued on 14 September 2018 (Shares the subject of this Appendix 3B)
"E"	39,256,909
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	39,256,909
Subtract "E" *Note: number must be same as shown in Step 3*	39,256,909

+ See chapter 19 for defined terms.

Total ["A" x 0.10] – "E"	0 *Note: this is the remaining placement capacity under rule 7.1A*