

TRUSCREEN LIMITED

SHARE PURCHASE PLAN BOOKLET

8 May 2017

This SPP Booklet is prepared in reliance upon clause 19 of Schedule 1 of the FMCA for an offer of up to a maximum of approximately 57,098,749 ordinary shares in Truscreen Limited.

Truscreen is subject to a continuous disclosure obligation that requires it to notify certain material information to NZX for the purpose of that information being made available to participants in the NZX Alternative Market operated by NZX. Market releases by Truscreen, including its most recent annual report (for the year ended 31 March 2016) and financial statements, are available at www.nzx.com under ticker code TRU or at the website www.Truscreen.com. If you have sold your Shares in Truscreen Limited before 5pm on 5 May 2017 please send this Booklet and the enclosed Application Form to the NZX Firm or other person through whom you made the sale requesting that they forward the documentation to the purchaser. Only persons that hold Truscreen Limited Shares at 5pm on 5 May 2017 will be eligible to participate in this Share Purchase Plan. If you have any queries or concerns regarding this Offer you should contact Truscreen Limited or your own NZX Firm, legal or financial adviser

CHAIRMANS LETTER

Dear Shareholders

The Offer

On behalf of the Board of Truscreen Limited (Truscreen), I am pleased to offer you an opportunity to participate in a Share Purchase Plan (SPP), where you can apply for Shares in Truscreen at an issue price of \$0.16 per New Share.

The SPP is the second part of Truscreen's current capital raising initiative and follows the completion of a successful \$4.09 million placement to selected investors.

The capital raising has been structured to provide existing shareholders the same opportunity to participate and share in the growth of our company. Shares are being offered at the same price as the placement and the SPP allows you to increase your shareholding without incurring brokerage and other transaction costs.

Application of Funds Raised

The development of our second generation TruScreen² device has opened up a number of new and significant opportunities. The funds raised from the capital raising will be used to strengthen Truscreen's balance sheet, fund sales and marketing initiatives, expand manufacturing capabilities and continue improvement to the devices performance.

In particular, the capital raising will fund:

- Preparation for anticipated commercial opportunities in China and India;
- Expansion of commercial growth in European and Latin American markets;
- Clinical and familiarisation trials as required for product improvement and acceptance in government programs;
- Expansion of manufacturing facilities and supply capabilities;
- Build-up of inventory; and
- Continued product refinement.

SPP Terms

The maximum amount that can be raised under this SPP is approximately \$9,135,800. If applications for New Shares are received that total more than this amount, applications will be scaled back in the manner described at clause 2.4 of this SPP Booklet. Further details about the SPP and the terms and conditions are set out in the enclosed information booklet and application form. You should read these documents carefully and seek professional advice if you have any queries about making an investment decision. Further information about Truscreen can be found on our web site <http://www.truscreen.com>.

The SPP closes at 5pm on 26 May 2017. If you wish to participate in this SPP, please ensure that you return the completed application form and payment to Link Market Services by the closing date.

On behalf of the Board, I would like to thank you for your ongoing support of Truscreen Limited.

Yours sincerely,



Rob Hunter
Chairman

WARNING

There is a risk to Eligible Shareholders that the market price for Shares may change between the Record Date, the date that you apply for New Shares under this SPP and the Allotment Date. A change in market price during this period will not affect the Issue Price. The Issue Price may be greater or less than the market price of the Shares at the time of the allotment of New Shares to you.

If the market price of Shares falls below the Issue Price then an investor in this SPP may experience a fall in value of their New Shares after they are allotted. Alternatively if the market price of Shares rises above the Issue Price then such investors may experience a capital gain from the New Shares after they are allotted.

How Shareholders can participate in this SPP

Eligible Shareholders may apply for New Shares. Applications submitted will be subject to the availability of New Shares as a maximum of 57,098,749 New Shares are offered under this SPP. Shareholders have the following options under this SPP to subscribe for New Shares at the Issue Price of \$0.16 per New Share on the terms and conditions of this SPP Booklet:

- **Share Parcels:** Tick the share parcel you wish to subscribe for under this SPP being \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000.
- **Specified Application:** Subscribe for a number of New Shares that you specify on the Application Form which must be more than 15,625 New Shares (\$2,500), and in multiples of \$500 thereafter.
- **No Application:** Do nothing and your ability to apply for New Shares under this SPP will lapse.

SPP Timetable

Event	Date
Record Date	5 May 2017
SPP opens and SPP Booklet sent to Eligible Shareholders	8 May 2017
Closing Date for SPP	26 May 2017
Allotment of New Shares	By 2 June 2017
Holding statements sent to Shareholders	By 2 June 2017

TERMS AND CONDITIONS

Capitalised terms have the meaning attributed to them in the Glossary at the end of this Booklet.

1. Eligible Shareholders

- 1.1 You may participate in this SPP only if you are an Eligible Shareholder. An Eligible Shareholder is a person who, at 5.00pm on the Record Date, was recorded in Truscreen's share register as being a registered holder of Shares.
- 1.2 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.
- 1.3 If you are an Eligible Shareholder, your right to participate in this SPP is personal to you and non-renounceable.
- 1.4 Truscreen reserves the right not to extend the offer in this SPP to Eligible Shareholders in a jurisdiction outside New Zealand in circumstances where it considers that so extending the Offer may breach the legal requirements of that jurisdiction.

2. Issue Price and Number of Shares

- 2.1 The Issue Price for New Shares under this SPP is \$0.16 per New Share.
- 2.2 If you are an Eligible Shareholder you may:

Share Parcels: Tick the share parcel you wish to subscribe for under this SPP being \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000.

Specified Application: Subscribe for a number of New Shares that you specify on the Application Form which must be more than 15,625 New Shares (\$2,500), and in multiples of \$500 thereafter.

No Application: Do nothing and your ability to apply for New Shares under this SPP will lapse.

- 2.3 Truscreen also cannot issue Shares under this SPP which, in aggregate, exceed 30% of the number of Shares that it presently has on issue under the requirements of Listing Rules 7.3.4(c) and 7.3.4(d). This means that the maximum number of shares which may be issued pursuant to this SPP is 57,098,749 (Maximum Number), having an aggregate value of approximately \$9,135,800.
- 2.4 If Truscreen receives applications for New Shares under this SPP that, in aggregate, are in excess of the Maximum Number, then Truscreen will scale back applications on the following basis:
 - All applications for more than 93,750 New Shares (\$15,000) will be scaled back:
 - On a pro-rata basis (to the number of such New Shares applied for) so that the aggregate number of such New Shares together with all other Applications do not exceed the Maximum Number; or
 - 93,750 New Shares, whichever is higher.

- If applications then still exceed the Maximum Number, further scaling will then be done by applying the following formula:

$$Y = (57,098,749 \div A) \times N$$

Where:

- Y is the final number of scaled back New Shares that an Eligible Shareholder who has applied for New Shares under this SPP will be allotted.
- A is the aggregate number of New Shares applied for under this SPP by all Eligible Shareholders after applying the scaling in (a) above.
- N is the number of New Shares applied for by an Eligible Shareholder after applying the scaling in (a) above.

If the scaling calculations above produce a fractional number, the number of New Shares you will be allotted will be rounded down to the nearest whole number of New Shares. If scaling is applied, application monies received will be greater than the value of the New Shares actually allotted. The difference between the value of the New Shares allotted and application monies received will be refunded to Applicants within 10 Business Days of the Closing Date. No interest will be paid on refunded monies.

3. Custodian

3.1 Any Eligible Shareholder that:

- is a trustee corporation or a nominee company and holds Shares in Truscreen by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
- holds Shares in Truscreen by reason only of being a bare trustee of a trust to which the Shares are subject,

is a custodian (Custodian) under this SPP.

3.2 A separate Application Form must be completed for each beneficial owner for whom a Custodian is acting. Subject to clause 3.3, Truscreen will treat each such Application Form as a separate application despite them all being in the name of the Custodian.

3.3 If a Custodian applies to purchase New Shares on behalf of a beneficial owner, the Custodian must certify to Truscreen in writing on the Application Form:

- that the Custodian holds Shares directly or indirectly as a Custodian for beneficial owners; and
- that the beneficial owner on whose behalf the Custodian is submitting the Application Form is not making an application themselves as an Eligible Shareholder for New Shares under this SPP, and no other Custodian is submitting an application under the SPP for that beneficial owner.

4. Completing the Application Form and Paying for Shares

- 4.1 If you wish to participate in this SPP, you must complete the Application Form and provide payment in accordance with the instructions on the Application Form. Cheques must be drawn on a New Zealand bank account and be for immediate value. You may lodge your application (together with payment) directly with Truscreen's share registrar, Link Market Services Limited, or with any Primary Market Participant or other channel approved by NZX.
- 4.2 To be valid, applications must be received by Link Market Services by 5.00pm on 26 May 2017. Application Forms received after that date will only be accepted at Truscreen's discretion. If you lodge your application with a Primary Market Participant or other channel approved by NZX your application must be received in time to enable forwarding to Link Market Services before 5.00pm on 26 May 2017.
- 4.3 Application Forms should be sent, together with payment by cheque (made out to "Truscreen Limited") or direct debit to your bank account details to be provided in the application form:

By Delivery:

Truscreen Limited Share Purchase Plan

C/- Link Market Services Limited

Level 11, Deloitte House

80 Queen Street

Auckland 1010, New Zealand

By mail:

Truscreen Limited Share Purchase Plan

C/- Link Market Services Limited

P.O. Box 91976

Auckland 1142, New Zealand

- 4.4 Subject to applicable law and the Listing Rules, the Board of Truscreen may, at its sole discretion extend or bring forward the Closing Date. Any such change will be communicated to shareholders through Truscreen making a market announcement to NZX and posting a copy of that announcement to Eligible Shareholders.

5. Truscreen's Discretion to Accept or Reject Applications

- 5.1 Truscreen has discretion to accept or reject your application to purchase New Shares under this SPP, including (without limitation) if:
- your Application Form is incorrectly completed, incomplete or otherwise determined by Truscreen to be invalid;
 - your cheque or direct debit is dishonoured or has not been completed correctly;
 - the cheque that you enclose with your Application Form or your bank deposit is not in New Zealand dollars for the exact amount of the parcel that you have selected on the Application Form;

- your Application Form is received after the Closing Date. While Truscreen has discretion to accept late Application Forms and payment, there is no assurance that it will do so;
- Truscreen believes that you are not an Eligible Shareholder or Custodian; or
- Truscreen considers that your application does not comply with these terms and conditions.

5.2 Where Truscreen rejects an application under the terms and conditions of this SPP, any application monies received in respect of the rejected application will be refunded to the affected applicants within 10 Business Days of the Closing Date. No interest will be paid on any such refunded monies.

6. Significance of Sending in an Application

6.1 If you apply to participate in the SPP by completing and returning the Application Form:

- your application, on these terms and conditions, will be irrevocable and unconditional (i.e. cannot be withdrawn);
- you certify to Truscreen that you are an Eligible Shareholder entitled to apply for New Shares under these terms and conditions;
- you agree to be bound by the constitution of Truscreen. A copy of the constitution is available from the Company, free of charge, by emailing our Chief Executive Martin Dillon at martindillon@truscreen.com;
- you authorise Truscreen (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- you acknowledge that Truscreen may at any time irrevocably determine that your Application Form is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on Truscreen's share register;
- you agree to indemnify Truscreen for, and to pay to Truscreen within five (5) business days of demand, any dishonour fees or other costs Truscreen may incur in presenting a cheque or direct debit for payment which is dishonoured;
- you acknowledge that none of Truscreen, its advisers or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase New Shares under this SPP;
- you acknowledge the risk that the market price for the Shares may change between the Record Date, the date that you apply for New Shares under this SPP and the Allotment Date. A change in market price during this period will not affect the Issue Price but may affect the value of the New Shares you receive under this SPP;
- you acknowledge that Truscreen is not liable for any exercise of its discretions referred to in these terms and conditions; and
- you irrevocably and unconditionally agree to these terms and conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of this SPP.

- 6.2 If a Custodian applies to purchase New Shares under this SPP for a beneficial owner pursuant to clause 3.2, the matters referred to in clause 6.1 will be taken to be given by each beneficial owner on whose behalf the Custodian is applying to purchase New Shares.

7. The Shares

- 7.1 New Shares issued under this SPP will rank equally with each other and will have the same voting rights, dividend rights and other entitlements as existing fully paid Shares in Truscreen.

8. Financial Statements

- 8.1 You may obtain free of charge the most recent annual report and financial statements of Truscreen by contacting Truscreen (see the Company Directory for details), or you may download these reports from the Truscreen website at www.Truscreen.com.

9. Amendments to the SPP and Waiver of Compliance

- 9.1 Notwithstanding any other term or condition of this SPP and/or the Application Form, Truscreen may, at its discretion: a. make non-material modifications to this SPP or such terms and conditions (in which applications for New Shares under this SPP will remain binding on the applicant notwithstanding such modification and irrespective of whether an Application Form was received by Link Market Services Limited before or after such modification is made); and/or b. suspend or terminate this SPP at any time prior to the allotment of the New Shares under this SPP. If this SPP is terminated, application monies will be refunded to applicants within 10 Business Days of the Offer being withdrawn. No interest will be paid on refunded monies.
- 9.2 Subject to law and the Listing Rules, Truscreen reserves the right to waive compliance with any provision of these terms and conditions. If Truscreen waives compliance with any provision of these terms and conditions, such waiver will apply to all Eligible Shareholders.

10. Governing Law

- 10.1 These terms and conditions shall be governed by and construed in accordance with the laws of New Zealand.

11. Dispute Resolution

- 11.1 If any dispute arises in connection with this SPP, Truscreen may settle it in any manner it thinks fit. It may do so generally or in relation to any particular participant, application or Share. Truscreen's decision will be final and binding.

12. Inconsistency

- 12.1 Unless otherwise determined by the Directors, in the event of any inconsistency between the terms and conditions of this SPP and Truscreen's constitution, Truscreen's constitution shall prevail.

Signed by all the Directors of TruScreen Limited.



Robert Hunter



Sean Joyce



Tim Preston



Chris Horn

ADDITIONAL INFORMATION

Dilution effects of the Offer

Shareholders not participating in the Offer could experience dilution to their current percentage holding in Truscreen. Below is a table illustrating a hypothetical dilution, which could result from an existing Shareholder (currently holding 1% of Truscreen's issued share capital) electing not to participate in the Offer. The table assumes that the maximum number of New Shares available under this Offer will be issued:

Existing Company Share capital:	190,329,166
Maximum New Shares issued:	57,098,749
Company Share capital post-Offer:	247,427,915
Number of Shares held:	1,903,291
Percentage holding pre-Offer:	1%
Percentage holding post-Offer:	0.77%

Terms and Ranking of New Shares

New Shares issued will be fully paid and shall rank equally in all respects with other Shares on issue in Truscreen and will give the holder the right to one vote on a resolution at a meeting of shareholders (subject to any restrictions in Truscreen's constitution or the Listing Rules), the rights to dividends authorised by the Board and the right to a proportionate share in any distribution of surplus assets of Truscreen on any liquidation.

Applications for New Shares

Truscreen reserves the right to accept late applications and application monies, but has no obligation to do so.

If a Shareholder fails to take up the Offer under the SPP on or before the Closing Date (26 May 2017) such Offer will lapse.

Any application monies received pursuant to the Offer will be held in a trust account established by Truscreen with the Registrar until the corresponding New Shares are allotted or the application monies are refunded. Interest earned on the application monies will be for the benefit, and remain the property of Truscreen and will be retained by Truscreen whether or not the issue and allotment of New Shares takes place. Any refunds of application monies will be made without interest within 10 Business Days of the Closing Date, for any unaccepted or invalid applications; or in accordance with clause 2.4 of this SPP Booklet.

Withdrawal of Offer

Truscreen reserves the right to cancel the Offer and the issue of New Shares at any time prior to allotment, in which case all application monies will be refunded within 10 Business Days of the Offer being withdrawn. No interest will be payable on amounts refunded.

Dividend Policy

Truscreen does not intend to make dividend payments within the foreseeable future. The Directors will review this position upon Truscreen achieving profitability. The Directors reserve the right to amend the dividend policy at any time.

Financial Statements

The latest available audited financial statements for Truscreen are the audited financial statements for the year ended 31 March 2016. These financial statements were prepared in compliance with the Financial Reporting Act 1993 and were announced to NZX in July 2016 in accordance with the Listing Rules and are also available on the Companies Office website: www.business.govt.nz/companies/.

Access to Information and Statements

A copy of the information referred to above and financial statements referred to above are available from the NZX website, the public register of the Companies Office (www.companies.govt.nz) and Truscreen's website (www.Truscreen.com) or can be provided on request, free of charge, by applying in writing to Truscreen's Registered Office, details of which are set out in the Directory.

Seek your own advice

The information contained herein does not constitute financial product advice and does not take into account the investment objectives, financial situation, tax position or particular needs of individuals. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, accountant, taxation adviser, solicitor or other professional adviser before participating in the SPP.

GLOSSARY

Allotment Date	By 2 June 2017
Applicant	An investor whose application for New Shares (and payment of the corresponding Issue Price in respect of each New Share subscribed for) has been received by the Registry prior to the Closing Date.
Application Form	The personalised application form relating to this SPP that you received with this SPP Booklet, including the instructions on the reverse of that form.
Board	The board of directors of Truscreen.
Booklet	This booklet containing the SPP offer to Eligible Shareholders.
Business Day	Has the meaning given to it in the Listing Rules.
Closing Date	5pm, 26 May 2017.
Custodian	See clause 3.1 of the Terms and Conditions for the definition of “Custodian”.
Directors	The directors of Truscreen.
Eligible Shareholder	Subject to clause 1.4 of the Terms and Conditions, a person who, at 5.00pm on the Record Date, was recorded in Truscreen’s share register as being a registered holder of Shares.
FMCA	Financial Markets Conduct Act 2013.
Issue Price	The price at which the New Shares will be issued pursuant to this SPP being \$0.16 per Share (Swedish rounding will apply to fractions).
Listing Rules	The NZX listing rules applying to the NZX Alternative Market, as amended from time to time.
New Shares	Up to a maximum of approximately 57,098,749 fully paid ordinary shares in Truscreen, that are the subject of this Offer and would rank equally in all respects with existing shares if issued.
NZAX	The NZX Alternative Market operated by NZX.
NZX	NZX Limited.
Offer	The offer to Eligible Shareholders to subscribe for New Shares, pursuant to the SPP.
Opening Date	8 May 2017.
Primary Market Participant	Has the meaning given to it in the Listing Rules.
Record Date	5 May 2017.
Shares	Ordinary shares of Truscreen which are, or once allotted under this SPP will be, quoted on NZAX under the code “TRU”.

SPP

The Share Purchase Plan detailed in this Booklet whereby Eligible Shareholders may subscribe for New Shares at the Issue Price.

Truscreen

Truscreen Limited.

COMPANY DIRECTORY

Directors

Robert Hunter

Sean Joyce

Tim Preston

Chris Horn

Share Registrar

Link Market Services

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Auckland 1010

PO Box 91976

Auckland 1142

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