

ASX Announcement

28 August 2017

Substantial Shareholder Notice

BuildingIQ Inc. (ASX: BIQ) advises that it has received the attached Form 603 (Notice of Initial Substantial Holder).

As a Delaware corporation BuildingIQ is not subject to Chapters 6, 6A, 6B or 6C of the Corporations Act dealing with the acquisition of shares, including the provisions dealing with substantial holdings. However, BuildingIQ has undertaken to advise the ASX as soon as it becomes aware of any person becoming a substantial holder within the meaning of section 671B of the Corporations Act. Accordingly, BuildingIQ releases the attached Form 603 which it received today from a shareholder.

For further information contact:

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About BuildingIQ

BuildingIQ (ASX: BIQ) helps building owners and operators worldwide lower energy use, increase building operations efficiency, and enhance tenant comfort. The company's 5i cloud-based platform and Managed Services deliver on the promise of Internet of Things (IoT) for buildings with none of the drawbacks. Approximately 75M square feet of building space is currently under management with BuildingIQ.

Investors in BuildingIQ include the Venture Capital unit of Siemens Financial Services, Paladin Capital and Extio Partners.

www.buildingiq.com

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Building IQ, IncACN/AFSN 605 422 160

1. Details of substantial holder (1)

Name

ACN/AFSN (if applicable)

Rhett Anthony John MorsonThe holder became a substantial holder on 25 ~~10~~ 08, 17

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<u>Ord</u>	<u>5,926,682</u>	<u>5,926,682</u>	<u>7%</u>

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<u>Rhett Morson</u>	<u>Power to vote</u>	<u>5,926,682</u>

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<u>Rhett Morson</u>	<u>Direct</u>	<u>1,526,682</u>	<u>1,526,682</u>
<u>The Gervine Snake oil Company (Morson Group S.F.)</u>			<u>3,500,000</u>
<u>Emerald Shares</u>			<u>900,000</u>

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<u>Rhett Morson</u>	<u>various</u>	<u>117,182</u>	<u>-</u>	<u>1,526,682</u>
<u>CM&SF</u>	<u>various</u>	<u>302,211</u>	<u>-</u>	<u>3,500,000</u>
<u>Emerald</u>	<u>various</u>	<u>60,364</u>	<u>-</u>	<u>900,000</u>

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/AFSN (if applicable)	Nature of association

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Rhett Morson	PO Box 456 Gosford NSW 2250

Signature

print name Rhett Morson

capacity

sign here



date 25'08'17

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671E(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671E(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.