

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme
ACN/ARSN

Q Technology Group Limited (QTG)
009 259 876

1. Details of substantial holder (1)

Name

Helmsman Funds Management Limited ACN 100 489 763 in its capacity as trustee of Helmsman Capital Fund Trust IIA (HFML).

Australian Executive Trustees Limited ABN 84 007 869 794 as custodian for Specialised Private Capital Limited as responsible entity for the Distressed Assets Fund (AET).

Industry Funds Management (Nominees) Limited ABN 56 003 969 891 as the trustee for IFM Australian Private Equity Funds IV (IFMN).

Helmsman Capital Holdings Pty Limited ACN 124 668 104 as trustee for the Helmsman Capital Holdings Trust (HCH)

Bond Street Custodians Limited ACN 008 607 065
(together, Helmsman Associates)

ACN/ARSN (if applicable)

Noted above.

There was a change in the interests of the
substantial holder on

23/02/2018

The previous notice was given to the company on

30/11/2015

The previous notice was dated

27/11/2015

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure A	Helmsman Associates	Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	n/a

6. Addresses

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

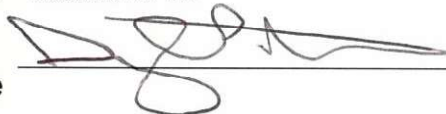
Name	Address
HFML	Suite 503, Level 5, 23 Hunter Street Sydney NSW 2000
AET	Level 22, 207 Kent Street, Sydney NSW 2000
IFMN	Level 29, Casselden Place, 2 Lonsdale Street, Melbourne, VIC 3000
HCH	Suite 503, Level 5, 23 Hunter Street Sydney NSW 2000
Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as trustee for Helmsman Capital Fund Trust IIA	Level 9, 1 Shelley Street, Sydney NSW 2000

Signature

print name DOUGLAS POTTER

capacity MANAGING DIRECTOR

sign here



date

27/2/2018

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 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

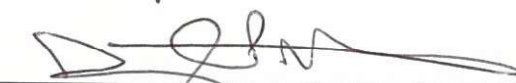
Helmsman Associates

This is Annexure "A" of 5 pages and is referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

Date:

27/2/2018

Sign here



Douglas Potter
Managing Director

2. Previous and present voting power

Date	Class of securities (4)	Previous notice		Present notice	
		Person's votes	Voting power (5)	Person's votes	Voting power (5)
23/02/2018	Fully Paid Ordinary Shares	260,231,704	34.29% (based on 759,004,110 ordinary shares on issue)	21,278,435	46.04% (based on 46,217,277 ordinary shares on issue)
7/12/2017	Fully Paid Ordinary Shares	260,231,704	37.24% (based on 698,869,310 ordinary shares on issue)	260,231,704	34.29% (based on 759,004,110 ordinary shares on issue)
5/12/2017	Fully Paid Ordinary Shares	260,231,704	43.04% (based on 604,619,310 ordinary shares on issue)	260,231,704	37.24% (based on 698,869,310 ordinary shares on issue)
7/10/2016	Fully Paid Ordinary Shares	130,115,852	33.2% (based on 392,130,483 ordinary shares on issue)	260,231,704	43.04% (based on 604,619,310 ordinary shares on issue)

3. Changes in relevant interest

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
23/02/2018	Helmsman Associates	Conversion of 496,011 Convertible Notes at a price of \$0.003 per Convertible Note, into 165,337,000 fully paid ordinary shares, which were subject to a consolidation on a ratio of 20:1, totalling 8,266,850 new fully paid ordinary shares in QTG.	Conversion price of \$0.003 and a total amount after consolidation of 8,266,850 fully paid ordinary shares.	496,011 Convertible Notes converted into 165,337,000 fully paid ordinary shares consolidated into 8,266,850 fully paid ordinary shares.	8,266,850 fully paid ordinary shares.
11/12/2017	Helmsman Associates	Consolidation of 260,231,704 fully paid ordinary shares into 13,011,585 fully paid ordinary shares in QTG, on a ratio of 20:1.	Every 20 (twenty) pre-consolidation securities consolidated into 1 (one) post-consolidation security.	260,231,704 ordinary shares converted into 13,011,585 fully paid ordinary shares	260,231,704 ordinary shares converted into 13,011,585 fully paid ordinary shares
07/12/2017	Helmsman Associates	Dilution from 37.24% to 34.29% of voting power after the issue of 60,134,800 new ordinary shares in QTG to Edmond Tern pursuant to a Convertible Note at \$0.005c.	N/A	260,231,704 fully paid ordinary shares	Dilution from 37.24% to 34.29% of voting power

05/12/2017	Helmsman Associates	Dilution from 43.04% to 37.24% of voting power after placement to sophisticated and professional investors and directors made by QTG on 30 November 2017	N/A	260,231,704 fully paid ordinary shares	Dilution from 43.04% to 37.24% of voting power
07/10/2016	Helmsman Associates	Acquisition of 130,115,852 new fully paid ordinary shares in QTG through entitlement and underwrite of Non Renounceable Rights Issue, closed on 30 September 2016.	\$0.005 per share	130,115,852 new fully paid ordinary shares	130,115,852 new fully paid ordinary shares

4. Relevant interests

(a) Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Bond Street Custodians Limited	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1)	21,278,435 fully paid ordinary shares	21,278,435 (46.04%)
HFML	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1) by reason of power to control disposal of securities	21,278,435 fully paid ordinary shares	21,278,435 (46.04%)
AET	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	21,278,435 fully paid ordinary shares	21,278,435 (46.04%)
IFMN	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	21,278,435 fully paid ordinary shares	21,278,435 (46.04%)
HCH	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(b) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	21,278,435 fully paid ordinary shares	21,278,435 (46.04%)

(b) Relevant interests on 7 December 2017

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Bond Street Custodians Limited	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1)	260,231,704	34.29% (based on 759,004,110 ordinary shares on issue)
HFML	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1) by reason of power to control disposal of securities	260,231,704	34.29% (based on 759,004,110 ordinary shares on issue)
AET	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	34.29% (based on 759,004,110 ordinary shares on issue)
IFMN	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	34.29% (based on 759,004,110 ordinary shares on issue)
HCH	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(b) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	34.29% (based on 759,004,110 ordinary shares on issue)

(c) Relevant interests on 5 December 2017

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Bond Street Custodians Limited	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1)	260,231,704	37.24% (based on 698,869,310 ordinary shares on issue)

HFML	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1) by reason of power to control disposal of securities	260,231,704	37.24% (based on 698,869,310 ordinary shares on issue)
AET	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	37.24% (based on 698,869,310 ordinary shares on issue)
IFMN	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	37.24% (based on 698,869,310 ordinary shares on issue)
HCH	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(b) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	37.24% (based on 698,869,310 ordinary shares on issue)

(d) Relevant interests on 7 October 2016

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Bond Street Custodians Limited	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1)	260,231,704	43.04% (based on 604,619,310 ordinary shares on issue)
HFML	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1) by reason of power to control disposal of securities	260,231,704	43.04% (based on 604,619,310 ordinary shares on issue)
AET	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	43.04% (based on 604,619,310 ordinary shares on issue)

IFMN	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	43.04% (based on 604,619,310 ordinary shares on issue)
HCH	Bond Street Custodians Limited in its capacity as custodian for Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Deemed relevant interest under s608(3)(b) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	260,231,704	43.04% (based on 604,619,310 ordinary shares on issue)