

# ASX Announcement



25 October 2019

The Manager  
Company Announcements Office  
Australian Securities Exchange (ASX)

## NOTICE OF ANNUAL GENERAL MEETING 2019

Please find attached the following documents in relation to QANTM Intellectual Property Limited's 2019 Annual General Meeting.

- Notice of Annual General Meeting
- Sample Proxy Form

The Annual General Meeting will be held at 10:00am (AEDT) on Thursday, 28 November 2019 at Deloitte Touche Tohmatsu, Level 11 (Client Floor), 550 Bourke Street, Melbourne, Victoria.

The 2019 Annual Report, Notice of Annual General Meeting and Proxy Form are being mailed to shareholders today. Copies of the documents have been lodged with the ASX today and are available on the Company's website at [www.qantmip.com](http://www.qantmip.com).

Yours sincerely

A handwritten signature in black ink, appearing to read "Martin Cleaver", with a stylized flourish at the end.

**Martin Cleaver**  
Chief Financial Officer and Company Secretary

### About QANTM Intellectual Property

QANTM Intellectual Property Limited (QANTM, ASX: QIP) is the owner of a group of leading intellectual property (IP) services businesses operating in Australia, New Zealand, Singapore and Malaysia under three key brands - Davies Collison Cave (DCC), FPA Patent Attorneys (FPA) and Advanz Fidelis IP Sdn Bhd (AFIP), as well as an IP consultancy company, ipervescence Pty Ltd. With more than 140 highly qualified professionals, the QANTM Group has a strong track record in providing a comprehensive suite of services across the IP value chain to a broad range of Australian and international clients, ranging from start-up technology businesses to Fortune 500 multinationals, public research institutions and universities.



# QANTM Intellectual Property Limited

ACN 612 441 326

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of QANTM Intellectual Property Limited (the Company) will be held at Deloitte Touche Tohmatsu, Level 11 (Client Floor), 550 Bourke Street, Melbourne Victoria 3000 on Thursday 28 November 2019, commencing at 10:00am (AEDT).

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

### BUSINESS OF THE MEETING

#### Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

#### Item 2: Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding resolution of the Company:

*"To adopt the Remuneration Report for the year ended 30 June 2019."*

#### Notes:

- In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

#### Item 3: Re-election of Director – Mr Cameron Judson

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That Mr Cameron Judson, having retired as a director of the Company with effect from the end of the Annual General Meeting of the Company and, being eligible, offers himself for re-election, be re-elected as a director of the Company."*

#### Item 4: Re-election of Director – Ms Sonia Petering

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That Ms Sonia Petering, having retired as a director of the Company with effect from the end of the Annual General Meeting of the Company and, being eligible, offers herself for re-election, be re-elected as a director of the Company."*

#### Item 5: Employee Incentive Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

*"That, for the purposes of Exception 9 in ASX Listing Rule 7.2 and sections 259B(2) and 260C(4) of the Corporations Act, and for all other purposes, Shareholders approve the issue of shares, performance rights or options under the Employee Incentive Plan described in the Explanatory Notes accompanying this Notice, as an exception to ASX Listing Rule 7.1."*

### SPECIAL RESOLUTION

#### Item 6: Approval of additional capacity to issue Equity Securities under ASX Listing Rule 7.1A

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

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval be given for the Company to issue additional Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes accompanying this Notice."*

# IMPORTANT NOTES

## ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00pm (AEDT) on Tuesday 26 November 2019 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

## ANNUAL REPORT

Copies of the Company's full 2019 Annual Report may be accessed on our website under the "Investor Centre" tab at [www.qantmip.com](http://www.qantmip.com).

## VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice.

### Voting by Proxy

A Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes that each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers that the body corporate may exercise as a proxy at the Meeting. A representative of a body corporate should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying where a Shareholder appoints the Chair of the Meeting as proxy (see the Explanatory Notes below), if a Shareholder has not directed their proxy how to vote, then the proxy may vote as the proxy determines.

### Proxy Voting by the Chair

With respect to Item 2 (Remuneration Report) and Item 5 (Employee Incentive Plan), if the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2 and/or Item 5 (by marking the appropriate box(es) directing the Chair to vote "For" or "Against", or to "Abstain"), then, as stated on the Proxy Form, the Shareholder will be taken to be authorising the Chair to vote IN FAVOUR of Item 2 and/

or Item 5, even though Item 2 and Item 5 are connected directly or indirectly with the remuneration of Key Management Personnel, which includes the Chair.

With respect to all other items of business, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Chair intends to vote all such undirected proxies IN FAVOUR of the resolutions in the Notice of Meeting.

## Proxy Forms

To be effective, the Proxy Form must be completed, signed and submitted with the Company's share registry, **no later than 10:00am (AEDT) on Tuesday 26 November 2019 (Proxy Deadline)**. If the Proxy Form is signed by an attorney, the relevant original power of attorney, or a certified copy of it, must also be submitted by mail or by hand delivery, and must be received by the Proxy Deadline.

Proxy forms may be submitted in one of the following ways:

- (i) **By mail** to Computershare Investor Services Pty Limited (Computershare) using the reply-paid envelope or to GPO Box 242, Melbourne Vic 3001. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline;
- (ii) **By fax** to Computershare on 1800 783 447 (if sent from inside Australia) or +61 3 9473 2555 (if sent from outside Australia);
- (iii) **Online** via the Company's Share Registry website at [www.investorvote.com.au/](http://www.investorvote.com.au/). To log in, you will need your 6 digit control number, as well as your holder identification number or security holder reference number, which are shown on your Proxy Form; or
- (iv) **By hand** delivery to Computershare at 452 Johnston Street, Abbotsford, Vic 3067; and
- (v) **Custodians may lodge** their Proxy Forms online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

Proxy Forms (and, if relevant, original or certified copy powers of attorney) must be received by the Proxy Deadline.

## CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative (in accordance with section 253B of the Corporation Act) to attend the Meeting. The corporation's representative must bring with them to the Meeting either:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

## BY ORDER OF THE BOARD

### Martin Cleaver

Company Secretary  
25 October 2019

# EXPLANATORY NOTES

## ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the Meeting. The Financial Report contains the financial statements of the Company and its subsidiaries.

There is no requirement for a formal resolution on this item of business.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Deloitte, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2019, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Deloitte in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00pm (AEDT) on Monday 18 November 2019. The Company will then pass the questions to the Auditor for consideration.

## ITEM 2 – Adoption of Remuneration Report

### Reasons for Resolution

In accordance with section 300A of the Corporations Act, the Company has prepared a Remuneration Report for the consideration of Shareholders.

The Remuneration Report is found in the Annual Report for the year ended 30 June 2019.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. However, the Directors will take into account the discussion on this item of business and the outcome of the vote when considering future remuneration arrangements for Directors and senior executives.

Shareholders will have an opportunity to comment on or ask questions about the Remuneration Report.

### Board Recommendation

The Board unanimously recommends that Shareholders vote IN FAVOUR of this resolution.

### Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or
- (ii) is the Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2, in which case, as stated on the proxy form, you will be taken to be authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote IN FAVOUR of this Item 2).

### **ITEM 3 - Re-election of Mr Cameron Judson**

In accordance with the ASX Listing Rules and the Company's Constitution an election of Directors must be held at each annual general meeting.

Under clause 64.1 of the Company's Constitution, the Director to retire will be the Director who has been longest in office since their last election, but as between persons who became Directors on the same day, the one to retire will (unless they agree among themselves) be determined by lot. Mr Cameron Judson, Ms Sonia Petering and Ms Abigail Cheadle were each re-elected as directors on the same day (at the Company's Annual General Meeting on 17 November 2017), and have agreed among themselves that Mr Judson and Ms Petering will both retire as Directors of the Company with effect from the end of the Meeting and, being eligible, offer themselves for re-election.

Details of Mr Judson are as follows:

Cameron was appointed an independent non-executive director of the Company on 9 June 2016 and was re-elected at the 2017 Annual General Meeting. Cameron was most recently the CEO of McGrath Limited, a position held from 2016 to 2018. He was previously the CEO and Managing Director of Chandler Macleod Group Limited from 2012 to July 2015. Cameron holds a Bachelor of Arts from the University of NSW and a Masters of Business Administration (Executive) from the Australian Graduate School of Management, and is a member of the Australian Institute of Company Directors.

Cameron is the Chair of the People, Remuneration and Culture Committee, and a member of the Audit, Risk and Compliance Committee.

Having had regard to the criteria for director independence set out in the ASX Corporate Governance Principles and Recommendations (3rd edition), the Board considers Mr Judson to be an independent director.

#### **Board Recommendation**

The Board (other than Mr Judson) supports the re-election of Mr Judson and unanimously recommends that Shareholder vote IN FAVOUR of this resolution.

#### **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies IN FAVOUR of Item 3.

### **ITEM 4 - Re-election of Ms Sonia Petering**

In accordance with the ASX Listing Rules and the Company's Constitution an election of Directors must be held at each annual general meeting.

Under clause 64.1 of the Company's Constitution, the Director to retire will be the Director who has been longest in office since their last election, but as between persons who became Directors on the same day, the one to retire will (unless they agree among themselves) be determined by lot. Mr Cameron Judson, Ms Sonia Petering and Ms Abigail Cheadle were each re-elected as directors on the same day (at the Company's Annual General Meeting on 17 November 2017), and have agreed among themselves that Mr Judson and Ms Petering will both retire as Directors of the Company with effect from the end of the Meeting and, being eligible, offer themselves for re-election.

Details of Ms Petering are as follows:

Sonia was appointed an independent non-executive director of the Company on 9 June 2016 and was re-elected at the 2017 Annual General Meeting. Sonia holds a current Victorian legal practicing certificate and runs her own legal practice. She has held positions as a non-executive director with listed and unlisted companies and government authorities across various sectors covering financial services, payments, insurance and healthcare. Sonia holds a Bachelor of Laws and a Bachelor of Commerce from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors. Other Directorships held by Sonia include: Virtus Health (ASX:VRT), Cuscal Limited, TAL Dai-Ichi Life Australia.

Sonia is a member of the People, Remuneration and Culture Committee; and a member of the Audit, Risk and Compliance Committee.

Having had regard to the criteria for director independence set out in the ASX Corporate Governance Principles and Recommendations (3rd edition), the Board considers Ms Petering to be an independent director.

#### **Board Recommendation**

The Board (other than Ms Petering) supports the re-election of Ms Petering and unanimously recommends that Shareholder vote IN FAVOUR of this resolution.

#### **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies IN FAVOUR of Item 4.

## ITEM 5 – Employee Incentive Plan

### General

Item 5 seeks Shareholder approval for the Company's Employee Incentive Plan for the purposes of the Listing Rules and the Corporations Act.

### ASX Listing Rules

Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of Shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.

Listing Rule 7.2 contains a number of exceptions to the prohibition contained in Listing Rule 7.1. In particular, under Exception 9 in Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which Shareholders approve the issue of those Equity Securities are not counted for the purposes of Listing Rule 7.1. Item 5 is designed to satisfy the requirements with respect to Exception 9 of Listing Rule 7.2.

### Corporations Act

Section 259B(1) of the Corporations Act prohibits a company from taking security over its shares except as permitted by section 259B(2). Section 259B(2) states that a company may take security over shares in itself under an employee share scheme that has been approved by resolution passed at a general meeting of the company.

Section 260A(1)(c) of the Corporations Act prohibits a company from financially assisting a person to acquire shares in itself except as permitted by section 260(C). Section 260(C)(4) provides for special exemption for approved employee share schemes and states that financial assistance is exempted from section 260(A) if a resolution is passed at a general meeting of the company.

Accordingly, Shareholder approval is sought under Item 5 to ensure compliance with these sections of the Corporations Act.

## Purpose of the Employee Incentive Plan

The purpose of the Employee Incentive Plan is to provide an incentive to eligible employees of the Company and its subsidiaries to remain employed in the long term, to recognise the contribution of eligible employees in the long term to the performance and success of the Company; and provide eligible employees with the opportunity to acquire rights, options or shares. These incentives are designed to encourage greater productivity from directors and management and to better enable the Company to retain its management personnel in a highly competitive industry in order to create long-term value for Shareholders.

Should Item 5 be passed, the Company will have the necessary flexibility to issue securities as an incentive to employees, and the issue of securities under the Employee Incentive Plan will not be included within the Company's placement capacity pursuant to Listing Rule 7.1.

## Details of the Employee Incentive Plan

The Company has issued 150,443 Shares under the Employee Incentive Plan since 30 August 2016, being the date of the Company's listing on the ASX.

A summary of the key terms of the Plan is set out in Table 1 on page 6.

**Table 1****Employee Incentive Plan**

<b>Overview</b>	The Plan establishes two incentive schemes, the “Exempt Shares Scheme” and the “Rights Scheme”, which involve, respectively the issue to eligible participants of Shares or rights to acquire or have issued a Share.
<b>Decisions</b>	<p>A range of key decisions with respect to the operation of the Plan are reserved to a <b>Plan Committee</b>, which is defined as the committee of the Board to which power to administer the Plan has been delegated or if there has been no delegation, the Board. The People, Remuneration and Culture Committee (<b>PRCC</b>) is a committee of the Board to which, as set out in its Charter, among other things, the Board has delegated the role of reviewing and making recommendations to the Board on the payments under executive incentive plans and any equity based plan, including performance hurdles.</p> <p>With respect to the Plan, the PRCC acts as the Plan Committee, to the extent of administering the Plan, with its recommendations subject to approval by the Board.</p> <p>The Plan rules provide that the Board may at any time resolve to amend all or any of the provisions of the Plan rules.</p>
<b>Eligible participants</b>	<p>The Plan Committee may from time to time make offers to participate in the Plan to <b>Eligible Employees</b>, being;</p> <ul style="list-style-type: none"> <li>employees or directors of the Company or its related bodies corporate (<b>the Group</b>);</li> <li>service providers to the Group that the Plan Committee determine to be employees for the purposes of the Plan; or</li> <li>such individuals or entities that are “associates” (as that expression is defined in section 318 of the Income Tax Assessment Act 1936 (Cth)), of any of the foregoing groups that the Plan Committee determine to be employees for the purposes of the Plan.</li> </ul>
<b>Plan limit</b>	<p>Unless the Board determines otherwise, the Company may not issue under the Plan;</p> <ul style="list-style-type: none"> <li>rights to an Eligible Employee if the total number of Shares that would be issued under the exercise of the rights, when aggregated with the number of Shares which could be issued under each outstanding offer or grant with respect to Shares or rights to acquire unissued Shares made during the previous three years under the Plan or any other employee, executive or management share scheme of the Company, would exceed 5% of the total number of issued Shares at that time; or</li> <li>Shares to an Eligible Employee if the total number of Shares in the Company that would be issued, when aggregated with the number of Shares which could be issued under each outstanding offer or grant with respect to Shares or rights to acquire unissued Shares made during the previous three years under the Plan or any other employee, executive or management share scheme of the Company, would exceed 5% of the total number of issued Shares at that time.</li> </ul>
<b>Vesting conditions</b>	<p>With respect to an issue of rights, the Plan Committee has discretion to set conditions which must be satisfied, and the period over which they must be satisfied, in order for rights to be exercised and the corresponding Shares to be issued.</p> <p>The relevant vesting conditions may vary between grants.</p> <p>The Plan Committee may at its discretion, vary, reduce or waive all or any vesting conditions, including due to a change of control event, which is defined to include the Board recommending that Shareholders either accept a takeover bid for the Company, or approve or vote in favour of a scheme of arrangement for the takeover of the Company.</p>

<b>Exercise price</b>	The Plan Committee has the discretion under the Plan to set an exercise price applying with respect to the conversion of rights into Shares in the Company. With respect to rights previously issued under the Plan, no exercise price has been imposed, with the only performance conditions being time and continued service.
<b>Lapse of rights</b>	<p>Unless otherwise specified in the vesting conditions or determined otherwise by the Plan Committee, a right (whether vested or unvested) lapses on the earlier of:</p> <ul style="list-style-type: none"> <li>• its specified expiry date;</li> <li>• the date on which the Plan Committee determines that the right should lapse because the participant, in the Plan Committee's opinion: has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the participant without notice; or has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of the Company or one of its related bodies corporate; or has done an act which brings the Group or any body corporate within it into disrepute; and</li> <li>• the date on which the participant otherwise ceases employment (other than due to the occurrence of an event such as death or total and permanent disablement, or where the participant's role is made redundant).</li> </ul>
<b>Restrictions on dealings in shares</b>	The Plan Committee has discretion under the Plan to impose trading or other restrictions on Shares issued to an executive pursuant to the Plan, including shares issued or transferred upon vesting of a right. A participant will forfeit any right or interest in Shares or rights, during a period to which trading restrictions apply, if the Board determines that the participant has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of the Company or one of its related bodies corporate.

## Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 5 by any member of the Company's Key Management Personnel or a Closely Related Party of any such member of the Company's KMP unless the person:

- votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or
- is the Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

As required by the ASX Listing Rules, the Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a Director of the Company (except those excluded from participation in the Employee Incentive Plan); or
- an Associate of that person (or those persons).

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the Chair of the Meeting as proxy

for a person who is entitled to vote, in accordance with a direction on the proxy form authorising the proxy to vote as the proxy decides.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 5. If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair as to how to vote by marking the boxes for Item 5 (directing the Chair to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 5, in which case, as stated on the proxy form, you will be taken to have authorised the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote IN FAVOUR of Item 5).

## Board Recommendation

The Board unanimously recommends that Shareholders vote IN FAVOUR of Item 5.

## Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies IN FAVOUR of Item 5.

## ITEM 6 – Approval of additional capacity to issue Equity Securities under ASX Listing Rule 7.1A

### General

Under ASX Listing Rule 7.1A, an eligible listed entity may obtain approval of holders of ordinary securities by way of special resolution at its annual general meeting to issue an additional 10% of its issued capital by way of placements of Equity Securities over a 12-month period after the date of the Annual General Meeting (**10% Placement Facility**). This is in addition to the normal 15% of its issued capital that may be issued without Shareholder approval under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and that has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company is an eligible entity.

If Shareholders approve Item 6, the exact number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated as at the date of issue of the Equity Securities, in accordance with the formula contained in ASX Listing Rule 7.1A.2.

Item 6 is a **special resolution** and accordingly requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

### Description of Listing Rule 7.1A

#### (a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

#### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has on issue one quoted class of Equity Securities, namely the Shares.

#### (c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

**A** is the number of the Company's fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:

- plus, the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus, the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus, the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rules 7.1 and 7.4.;
- less the number of fully paid ordinary securities cancelled in the 12 months.

**D** is 10%

**E** is the number of Equity Securities issued, or agreed to be issued, under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of holders of the Company's ordinary securities under ASX Listing Rules 7.1 or 7.4.

#### (d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As of the date of this notice, the Company has 133,050,724 Shares on issue and the Company will have the capacity to issue:

- (i) 19,957,608 Equity Securities under ASX Listing Rule 7.1; and
- (ii) 13,305,072 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company has the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer paragraph (c) above).

#### (e) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (10% Placement Period).

## Technical information required by ASX Listing Rule 7.3A

The following information is provided in compliance with ASX Listing Rule 7.3A:

### (a) ASX Listing Rule 7.3A.1: Minimum Price

In accordance with ASX Listing Rule 7.1A, the Company may only issue Equity Securities under the 10% Placement Facility at a price that is not less than 75% of the volume-weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the issue price of the Equity Securities is agreed; or
- (ii) the issue date (if the Equity Securities are not issued within five trading days of the date on which the issue price is agreed).

### (b) ASX Listing Rule 7.3A.2: Risk of economic and voting dilution

If Item 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, there is a risk of economic and voting dilution to existing Shareholders. Further, as the market price of the Equity Securities may be significantly lower on the issue date than on the date of the Meeting, and because the Equity Securities may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement Facility may raise less funding than it would raise if the issue price were equal to the current market price of the Shares.

Table 2 below shows the dilution of existing Shareholders on the basis of:

- (i) the market price of Shares and the number of Shares on issue as at 2 October 2019;

- (ii) two examples where the number of Shares on issue has increased, by 50% and 100% respectively; and
- (iii) an example where the market price of Shares has decreased by 50%, and a further example where the market price of Shares has increased by 100%.

The table has been prepared on the following assumptions, and the Company does not represent that they will necessarily occur:

- the issue of Equity Securities consists only of Shares;
- current Variable A is calculated as at 2 October 2019;
- the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- no options or rights which entitle the holder to Shares or Equity Securities upon exercise are otherwise issued under an exception in ASX Listing Rule 7.2, or with the approval of Shareholders under ASX Listing Rules 7.1 and 7.4, before the date of the issue of the Equity Securities;
- the table only demonstrates the effect of the issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- the table does not show the dilution to which any particular Shareholder will be subject, and all Shareholders should consider the dilution to which their own shareholding may be subject, depending on their specific circumstances; and
- the current market price of Shares is \$1.31, being the closing Share price on ASX on 2 October 2019 prior to the date of this Notice.

**Table 2**

		\$0.655	\$1.31	\$2.62
Share Capital (Variable "A" in ASX Listing Rule 7.1A.2)		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
<b>133,050,724</b>	Shares issued	13,305,072	13,305,072	13,305,072
(Current)	Funds raised	\$8,714,822	\$17,429,644	\$34,859,289
<b>199,576,086</b>	Shares issued	19,957,608	19,957,608	19,957,608
(50% increase)	Funds raised	\$13,072,234	\$26,144,468	\$52,288,936
<b>266,101,448</b>	Shares issued	26,610,145	26,610,145	26,610,145
(100% increase)	Funds raised	\$17,429,645	\$34,859,290	\$69,718,580

(c) ASX Listing Rule 7.3A.3: Date of issue

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Meeting until the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting; and
- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) ASX Listing Rule 7.3A.4: Purpose of issue

As at the date of this Notice, the Company has not formed an intention to issue any Equity Securities under ASX Listing Rule 7.1A to any particular person or at any particular time.

The purposes for which the Company may issue Equity Securities under the 10% Placement Facility are as consideration for future strategic initiatives that may include acquisitions, investments in its operations, or other growth initiatives.

Details regarding the purposes for which any particular issue under the 10% Placement Facility is made will be more fully detailed in an announcement to the ASX made pursuant to ASX Listing Rules 7.1A.4 and 3.10.5A at the time the issue is made.

(e) ASX Listing Rule 7.3A.5: Allocation policy for issue

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees under the 10% Placement Facility will be determined on a case-by-case basis having regard to factors including the following:

- (i) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and likely future capital requirements of the Company; and
- (iv) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice and may include existing substantial Shareholders and/or new Shareholders (such as professional and sophisticated investors), but the allottees must not include any Directors, Related Parties or Associates of a Related Party of the Company.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the 10% Placement Facility.

(f) ASX Listing Rule 7.3A.6: Previous approval under ASX Listing Rule 7.1A

Shareholders of the Company previously approved a resolution under ASX Listing Rule 7.1A at the Company's Annual General Meeting in 2018.

There were no issues of Equity Securities made in the twelve months preceding the date of this Meeting.

(g) ASX Listing Rule 7.3A.7: Voting exclusion statement

The entity will disregard any votes cast in favour of the resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons).

However, the entity need not disregard a vote if:

- it is cast by a person as 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.

As at the date of this Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholders to participate in the issue of Equity Securities as part of the 10% Placement Facility under ASX Listing Rule 7.1A. On that basis, no existing Shareholder's vote will be excluded.

### Board Recommendation

The Board recommends that Shareholders vote IN FAVOUR of Item 6.

# GLOSSARY

**A\$ or \$** means Australian Dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, Australia.

**Annual General Meeting or Meeting or AGM** means the meeting convened by this Notice.

**Associate** has the same meaning as that under the Corporations Act.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of ASX.

**ASX Principles** means the ASX Corporate Governance Principles and Recommendations (3rd edition).

**Board** means the current board of directors of the Company.

**Closely Related Party** has the meaning defined in section 9 of the Corporations Act.

**Company or QANTM** means QANTM Intellectual Property Limited (ACN 612 441 326).

**Constitution** means the Company's Constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Equity Securities** has the meaning given to that term in the ASX Listing Rules.

**Explanatory Notes** means the explanatory notes accompanying the Notice.

**FY19** means the Company's financial year from 1 July 2018 to 30 June 2019.

**Items** means the resolutions set out in the Notice, and Item means any one of them, as the context requires.

**Key Management Personnel** (or **KMP**) has the meaning defined in section 9 of the Corporations Act.

**Notice or Notice of Meeting or Notice of Annual General Meeting** means this notice of annual general meaning and the Explanatory Notes.

**Meeting** means the annual general meeting of the Company, to be held at Deloitte Touche Tohmatsu, Level 11 (Client Floor), 550 Bourke Street, Melbourne Victoria 3000, to which this Notice relates.

**Plan** means the Company's Employee Incentive Plan.

**Proxy Form** means the proxy form accompanying the Notice.

**QANTM** means QANTM Intellectual Property Limited (ACN 612 441 326).

**Remuneration Report** means the remuneration report set out in the Directors' Report in the Company's annual report for FY19.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

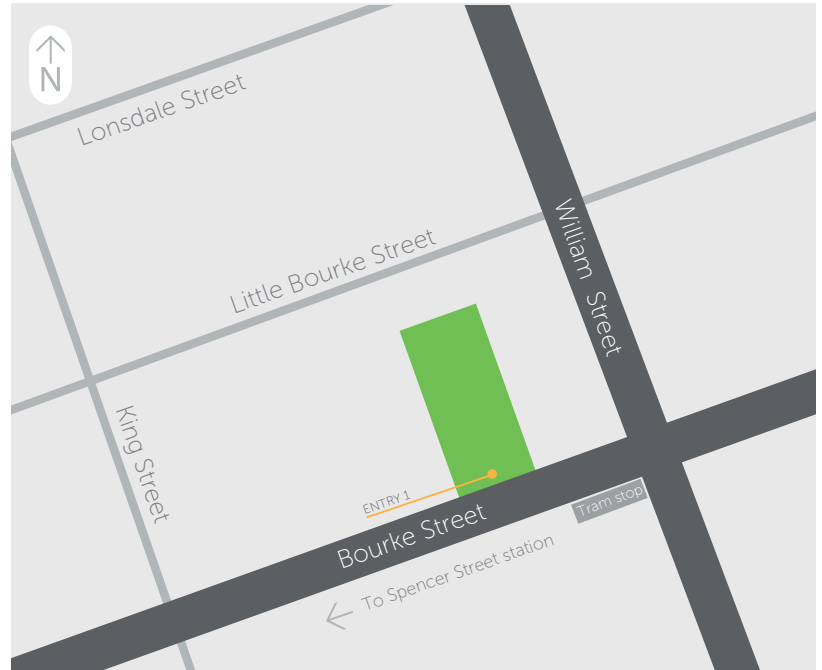
### Meeting Venue

Deloitte Touche Tohmatsu  
Level 11 (Client Floor)  
550 Bourke Street  
Melbourne Victoria 3000  
Australia

### Meeting Date

Thursday, 28 November 2019  
Commencing at 10:00am (AEDT)

### Location map of AGM



### QANTM Intellectual Property Limited

ACN: 612 441 326

#### Registered Office:

Level 15, 1 Nicholson Street,  
Melbourne, VIC, 3002  
GPO Box 4387, Melbourne, VIC, 3001

Email: [info@qantmip.com](mailto:info@qantmip.com)

Telephone: +61 3 9254 2666 Facsimile: +61 3 9254 2770 Website: [www.qantmip.com](http://www.qantmip.com)

# QANTM INTELLECTUAL PROPERTY LIMITED

ACN 612 441 326

## Need assistance?



### Phone:

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



### Online:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEDT) on Tuesday 26 November 2019**.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 183072**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia

### By Hand:

Computershare at their office at  
452 Johnston Street, Abbotsford, VIC 3067



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

257374\_0\_COSMOS\_Sample\_Proxy/000001/000001/1

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of QANTM Intellectual Property Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of QANTM Intellectual Property Limited to be held at Deloitte Touche Tohmatsu, Level 11 (Client Floor), 550 Bourke Street, Melbourne Victoria 3000 on Thursday, 28 November 2019 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on resolutions related to remuneration of KMP:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 5 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Resolution	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director – Mr Cameron Judson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Director - Ms Sonia Petering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b>			
Item 6 Approval of additional capacity to issue Equity Securities under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically