

Attention â ASX Markets Announcements Office

Q Technology Group Limited (ASX:QTG) - Form 603 â Notice of initial substantial holder

Attached is a Form 603 Notice of initial substantial holder provided by BCG-IIA Pty Ltd of 12 pages (including this cover page) dated 4 August 2020.

Kind regards

Carly Fifita

Practice Manager

KARDOS SCANLAN

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Street

Sydney NSW 2000
Direct: +61 2 8004 9701

www.kardosscanlan.com.au

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CORPORATE LAWYERS

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Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Q Technology Group Limited (QTG)
ACN/VARSN ACN 009 259 876

1. Details of substantial holder (1)

Name BCG-IA Pty Ltd
ACN/VARSN (if applicable) ACN 641 947 382

The holder became a substantial holder on 29 June 2020

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)
Ordinary Shares	102,088,130	102,088,130	67.97% (based on 150,206,150 ordinary shares on issue)

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
BCG-IA Pty Ltd	Deemed relevant interest under section 608(3)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IA (Refer Annexure A)	102,088,130 fully paid ordinary shares
Helmsman Funds Management Limited ACN 100 489 763 in its capacity as trustee of Helmsman Capital Fund Trust IA (HFML)	Relevant interest under section 608(1)	102,088,130 fully paid ordinary shares
Helmsman Capital Holdings Pty Limited ACN 124 668 104 as trustee for the Helmsman Capital Holdings Trust (HCH)	Relevant interest under section 608(3) by reason of being the sole shareholder of HFML	102,088,130 fully paid ordinary shares

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
BCG-IA Pty Ltd	HFML	HFML	102,088,130 fully paid ordinary shares

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
BCG-IA Pty Ltd	29/06/2020	Cash \$9675.00	Non-cash	102,088,130 fully paid ordinary shares

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
HFML	Associates under section 12(2)(a)
HCH	Associates under section 12(2)(a)

7. Addresses

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

Name	Address
BCG-JIA Pty Ltd ACN 641 947 382	Suite 503, Level 5, 23 Hunter Street Sydney NSW 2000
HFML	Suite 503, Level 5, 23 Hunter Street Sydney NSW 2000
HCH	Suite 503, Level 5, 23 Hunter Street Sydney NSW 2000

Signature

print name Douglas Potter

capacity Managing Director

sign here



date 04 August 2020

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 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 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.
- (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.

UNIT TRANSFER FORM

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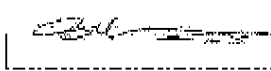
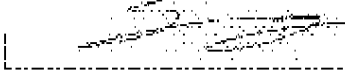
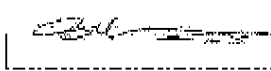
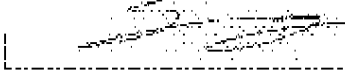
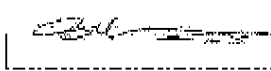
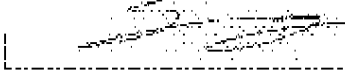
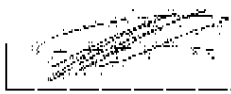
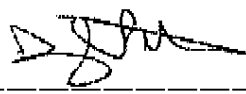
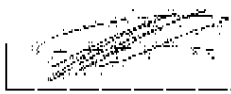
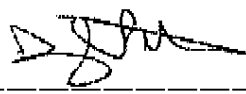
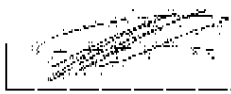
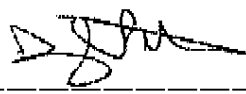
FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA		Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS	Class: ORDINARY UNITS	If not fully paid, paid to: Register:
QUANTITY	Words TEN MILLION		Figures 10,000,000
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	CC PRIVATE EQUITY PTY LTD AS TRUSTEE FOR AUSTRALIA PRIVATE EQUITY FUND NO. 2		Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT		Date of Purchase 29 JUNE 2020

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer. If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IIA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer. The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time. The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	<p>Executed by CC Private Equity Pty Ltd as trustee for Australia Private Equity Fund No. 2 in accordance with Section 127 of the Corporations Act 2001 (Cth)</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; text-align: center; padding: 5px;"></td> <td style="width:50%; text-align: center; padding: 5px;"></td> </tr> <tr> <td style="text-align: center; padding: 5px;">Signature of director</td> <td style="text-align: center; padding: 5px;">Signature of director/secretary</td> </tr> <tr> <td style="text-align: center; padding: 5px;">Bill Humphreys</td> <td style="text-align: center; padding: 5px;">Grant Fleming</td> </tr> <tr> <td style="text-align: center; padding: 5px;">Name of director</td> <td style="text-align: center; padding: 5px;">Name of director/secretary (print)</td> </tr> </table>			Signature of director	Signature of director/secretary	Bill Humphreys	Grant Fleming	Name of director	Name of director/secretary (print)	FOR REGISTRAR USE
										
Signature of director	Signature of director/secretary									
Bill Humphreys	Grant Fleming									
Name of director	Name of director/secretary (print)									
DATE SIGNED	26/06/2020									
TRANSFEREE(S) (Buyer) SIGN HERE	<p>Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; text-align: center; padding: 5px;"></td> <td style="width:50%; text-align: center; padding: 5px;"></td> </tr> <tr> <td style="text-align: center; padding: 5px;">Signature of director</td> <td style="text-align: center; padding: 5px;">Signature of director/secretary</td> </tr> <tr> <td style="text-align: center; padding: 5px;">Kim Durack</td> <td style="text-align: center; padding: 5px;">Douglas Potter</td> </tr> <tr> <td style="text-align: center; padding: 5px;">Name of director</td> <td style="text-align: center; padding: 5px;">Name of director/secretary (print)</td> </tr> </table>			Signature of director	Signature of director/secretary	Kim Durack	Douglas Potter	Name of director	Name of director/secretary (print)	
										
Signature of director	Signature of director/secretary									
Kim Durack	Douglas Potter									
Name of director	Name of director/secretary (print)									
DATE SIGNED	29/06/2020									

UNIT TRANSFER FORM

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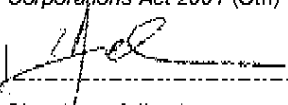
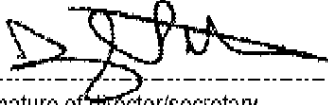
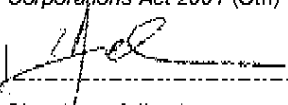
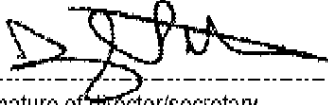
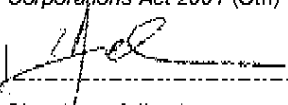
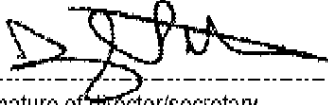
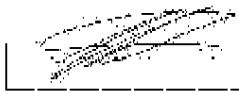
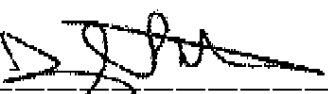
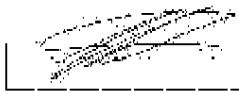
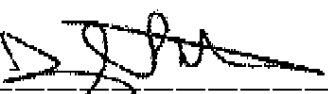
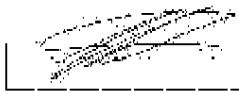
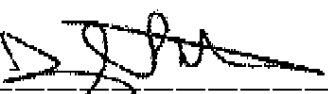
FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA	Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS Class: ORDINARY UNITS	If not fully paid, paid to: Register:
QUANTITY	Words: SEVEN HUNDRED FIFTY THOUSAND	Figures: 750,000
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	HELMSMAN CAPITAL HOLDINGS PTY LIMITED AS TRUSTEE FOR HELMSMAN CAPITAL HOLDINGS TRUST	Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT	Date of Purchase 29 JUNE 2020

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer. If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IIA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer. The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time. The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	<p>Executed by Helmsman Capital Holdings Pty Limited as trustee for Helmsman Capital Holdings Trust in accordance with Section 127 of the Corporations Act 2001 (Cth)</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; padding: 5px;">  Signature of director Ian Johnson Name of director </td> <td style="width:50%; padding: 5px;">  Signature of director/secretary Douglas Potter Name of director/secretary (print) </td> </tr> </table>	 Signature of director Ian Johnson Name of director	 Signature of director/secretary Douglas Potter Name of director/secretary (print)	FOR REGISTRAR USE
 Signature of director Ian Johnson Name of director	 Signature of director/secretary Douglas Potter Name of director/secretary (print)			
DATE SIGNED	24/06/2020			
TRANSFEREE(S) (Buyer) SIGN HERE	<p>Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; padding: 5px;">  Signature of director Kim Durack Name of director </td> <td style="width:50%; padding: 5px;">  Signature of director/secretary Douglas Potter Name of director/secretary (print) </td> </tr> </table>	 Signature of director Kim Durack Name of director	 Signature of director/secretary Douglas Potter Name of director/secretary (print)	
 Signature of director Kim Durack Name of director	 Signature of director/secretary Douglas Potter Name of director/secretary (print)			
DATE SIGNED	29/06/2020			

UNIT TRANSFER FORM

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Marking Stamp

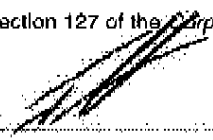
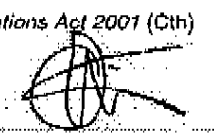
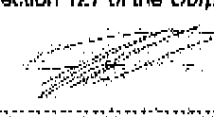
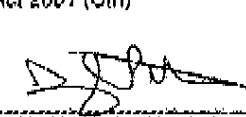
FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA			Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS	Class: ORDINARY UNITS	If not fully paid, paid to:	Register:
QUANTITY	Words SIX MILLION		Figures 6,000,000	
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	HOLLYPORT SECONDARY OPPORTUNITIES V-A SLP			Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT			Date of Purchase 29 JUNE 2020

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer. If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IIA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer. The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time. The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	Executed by Hollyport Secondary Opportunities V-A SLP in accordance with Section 127 of the Corporations Act 2001 (Cth)		FOR REGISTRAR USE
	 Signature of director	 Signature of director/secretary	
JAMES KEATING Name of director ALTERNATE DIRECTOR	OLIVER MORRIS Name of director/secretary (print)		
DATE SIGNED	29/06/2020		
TRANSFEREE(S) (Buyer) SIGN HERE	Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)		
	 Signature of director	 Signature of director/secretary	
Kim Durack Name of director	Douglas Potter Name of director/secretary (print)		
DATE SIGNED	29/06/2020		

UNIT TRANSFER FORM

Affix Stamp Duty Here	Marking Stamp
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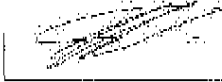

FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA		Jurisdiction of registration	Unregistered
DESCRIPTION OF UNITS	Type:	Class:	If not fully paid, paid to:	Register:
	UNITS	ORDINARY UNITS		
QUANTITY	Words FORTY MILLION	Figures 40,000,000		
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	IFM INVESTORS (NOMINEES) LIMITED AS TRUSTEE FOR IFM AUSTRALIAN PRIVATE EQUITY FUND IV		Transfer Identification Number:	
CONSIDERATION	\$0.0001 PER UNIT		Date of Purchase 29 JUNE 2020	

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer. If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

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FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000		

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TRANSFEROR(S) (Seller) SIGN HERE	Executed by IFM Investors (Nominees) Limited (ACN 003 969 891) as trustee for IFM Australian Private Equity Fund IV by its duly appointed attorney  Signature of attorney <u>STUART WARDMAN-BROWNE</u> Name of attorney		FOR REGISTRAR USE
DATE SIGNED	29 / 06 / 2020		
TRANSFEREE(S) (Buyer) SIGN HERE	Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)  Signature of director Kim Durack Name of director	 Signature of director/secretary Douglas Potter Name of director/secretary (print)	
DATE SIGNED	29 / 06 / 2020		

UNIT TRANSFER FORM

Affix Stamp Duty Here Marking Stamp

FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA		Jurisdiction of registration	Unregistered
DESCRIPTION OF UNITS	Type: UNITS	Class: ORDINARY UNITS	If not fully paid, paid to:	Register:
QUANTITY	Words: FIVE MILLION	Figures: 5,000,000		
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	MERCER NEW ZEALAND LTD AS TRUSTEE OF MERCER DIVERSIFIED TRUST		Transfer Identification Number:	
CONSIDERATION	\$0.0001 PER UNIT		Date of Purchase: 29 JUNE 2020	

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer. If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer. The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time. The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	Executed by Mercer New Zealand Ltd as trustee of Mercer Diversified Trust in accordance with Section 127 of the Corporations Act 2001 (Cth)	FOR REGISTRAR USE
	 Signature of director/secretary	
	 Signature of director/secretary	
	Diana Caverhill MARTIN LEWINGTON Name of director/secretary Name of director/secretary (print)	
DATE SIGNED	29/06/2020	
TRANSFEREE(S) (Buyer) SIGN HERE	Executed by BCG-IA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)	
	 Signature of director	
	 Signature of director/secretary	
	Kim Durack Douglas Potter Name of director Name of director/secretary (print)	
DATE SIGNED	29/06/2020	

UNIT TRANSFER FORM

Affix Stamp Duty Here Marking Stamp

FULL NAME OF TRUST (TRUST)	HELMSMAN CAPITAL FUND TRUST IIA		Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS	Class: ORDINARY UNITS	If not fully paid, paid (c): Registar:
QUANTITY	Words TWENTY-TWO MILLION, FIVE HUNDRED THOUSAND	Figures 22,500,000	
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	SARGON CT PTY LTD AS CUSTODIAN FOR DISTRESSED ASSETS FUND	Transfer Identification Number:	
CONSIDERATION	\$0.0001 PER UNIT	Date of Purchase 29 JUNE 2020	

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the Unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer. If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer. The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time. The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	Executed by Sargon CT Pty Ltd ACN 108 424 088 as custodian for Distressed Assets Fund by its Attorney who certifies that he/she has not received notice of any revocation of the Power of Attorney dated 1 November 2018 Signature of Attorney Signature of Attorney FRANCIS VINED Name and Title RELATIONSHIP MANAGER	FOR REGISTRAR USE
TRANSFEREE(S) (Buyer) SIGN HERE	Executed by BCG-IA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth) Signature of director Kim Durack Name of director	
DATE SIGNED	24/06/2020	
DATE SIGNED	29/06/2020	

UNIT TRANSFER FORM

Affix Stamp Duty Here	Marking Stamp
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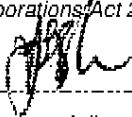

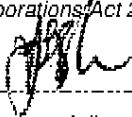

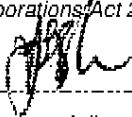

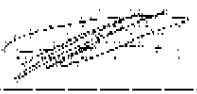
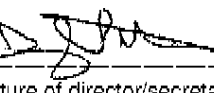
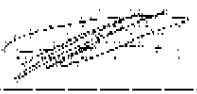
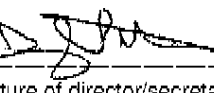
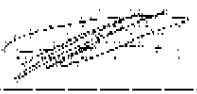
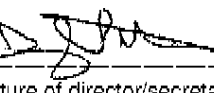
FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA	Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS Class: ORDINARY UNITS	If not fully paid, paid to: Register:
QUANTITY	Words SEVEN MILLION	Figures 7,000,000
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	STAFFORD FUNDS NOMINEES PTY LTD AS TRUSTEE FOR THE DEVELOPMENT CAPITAL FUND II	Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT	Date of Purchase 29 JUNE 2020

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer.
If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IIA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer.
The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time.
The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	<p>Executed by Stafford Funds Nominees Pty Ltd as trustee for The Development Capital Fund II in accordance with Section 127 of the Corporations Act 2001 (Cth)</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; padding: 5px; vertical-align: bottom;">  Signature of director Daniel Bowden Name of director </td> <td style="width:50%; padding: 5px; vertical-align: bottom;">  Signature of director/secretary Dominic Tayco Name of director/secretary (print) </td> </tr> </table>	 Signature of director Daniel Bowden Name of director	 Signature of director/secretary Dominic Tayco Name of director/secretary (print)	FOR REGISTRAR USE
 Signature of director Daniel Bowden Name of director	 Signature of director/secretary Dominic Tayco Name of director/secretary (print)			
DATE SIGNED	24/ 06/20			
TRANSFEREE(S) (Buyer) SIGN HERE	<p>Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; padding: 5px; vertical-align: bottom;">  Signature of director Kim Durack Name of director </td> <td style="width:50%; padding: 5px; vertical-align: bottom;">  Signature of director/secretary Douglas Potter Name of director/secretary (print) </td> </tr> </table>	 Signature of director Kim Durack Name of director	 Signature of director/secretary Douglas Potter Name of director/secretary (print)	
 Signature of director Kim Durack Name of director	 Signature of director/secretary Douglas Potter Name of director/secretary (print)			
DATE SIGNED	29/ 06/2020			

UNIT TRANSFER FORM

Affix Stamp Duty Here	Marking Stamp
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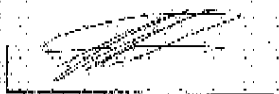
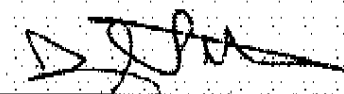
FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST (IA)	Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS Class: ORDINARY UNITS if not fully paid, paid to:	Registrar:
QUANTITY	Words: FIVE MILLION, FIVE HUNDRED THOUSAND	Figures: 5,500,000
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	VICTORIAN FUNDS MANAGEMENT CORPORATION AS TRUSTEE FOR VFMC ESSS PRIVATE EQUITY TRUST 2006	Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT	Date of Purchase 26 JUNE 2020

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the Unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer.
If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer.
The Buyer agrees to accept the registration of the Units in the name of the Buyer in the Unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time.
The Seller agrees to deliver the Unit Certificate (if any) if held for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	<p>Executed by Victorian Funds Management Corporation as trustee for VFMC ESSS Private Equity Trust 2006 acting by its Authorised Officer under instrument of Delegation dated 19 March 2020</p>  <p>Signature of Authorised Officer</p> <p>ADRIAN BEST</p> <p>Name of Authorised Officer</p> <p>24 JUNE 2020</p>	FOR REGISTRAR USE
DATE SIGNED	1 / 1	
TRANSFEREE(S) (Buyer) SIGN HERE	<p>Executed by BCG-IA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)</p>   <p>Signature of director Signature of director/secretary</p> <p>Kim Durack Douglas Potter</p> <p>Name of director Name of director/secretary (print)</p>	
DATE SIGNED	29 / 06 / 2020	