

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

27/11/2015

The previous notice was given to the company on

24/05/2011

The previous notice was dated

24/05/2011

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)
Fully Paid Ordinary Shares	56,099,626	28.6% (based on 196,065,483 ordinary shares on issue)	130,115,852	33.2% (based on 392,130,966 ordinary shares on issue)

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
27/11/2015	Helmsman Associates	Acquisition of 74,016,226 fully paid ordinary shares in QTG through entitlement and partial underwrite of Non Renounceable Rights Issue	\$294,064.90	74,016,226 fully paid ordinary shares	74,016,226 fully paid ordinary shares

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
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)	130,115,852 fully paid ordinary shares	130,115,852 (33.2%)
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	130,115,852 fully paid ordinary shares	130,115,852 (33.2%)
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	130,115,852 fully paid ordinary shares	130,115,852 (33.2%)
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	130,115,852 fully paid ordinary shares	130,115,852 (33.2%)
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)(a) by reason of having more than 20% voting power in Helmsman Capital Fund Trust IIA	130,115,852 fully paid ordinary shares	130,115,852 (33.2%)

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

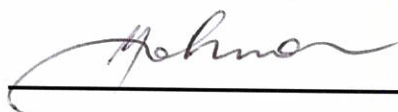
Signature

print name Ian Johnson

capacity Director

sign here

date 30/11/2015



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.