

Quantify Technology Holdings Limited

ACN 113 326 524

PROSPECTUS

New Securities Offer

For the offer of 100,000 New Shares (ASX Code: QFY) at an issue price of \$0.02 each to raise up to \$2,000 before costs (**New Securities Offer**).

The New Securities Offer opens on Friday 11 December 2020 and closes at 5.00pm (WST) on Friday 18 December 2020.

Lead Manager Offer

For the offer to PAC Partners Securities Pty Ltd (or its nominees) to subscribe for 25,000,000 New Options exercisable at \$0.0001 and expiring 3 years from the grant date, at an issue price of nil, pursuant to the terms of the Lead Manager Mandate (**Lead Manager Offer**).

Purpose of Prospectus

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any secondary trading restrictions that would otherwise apply to Shares and Options issued by the Company prior to the Closing Date.

IMPORTANT NOTICE

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Forms regarding acceptance of each Offer. If you do not understand this document, you should consult your professional adviser. The Securities offered by this Prospectus should be considered as a speculative investment.

Important Information

General

This Prospectus is dated 11 December 2020 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction-specific prospectus for an offer of 'continuously quoted securities' (as defined in the Corporations Act). It has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering or 'full-form' prospectus. In preparing this Prospectus, regard has been had to the fact that the Company is a 'disclosing entity' for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers.

No securities will be issued on the basis of this Prospectus later than 13 months after the Prospectus Date.

Electronic prospectus

This Prospectus may be viewed in electronic form at <https://www.quantifytechnology.com/investors/investor-centre/> by Australian and New Zealand investors only. The electronic version of this Prospectus is provided for information purposes only. A paper copy of the Prospectus may be obtained free of charge on request during an Offer Period by contacting the Company. The information on the Company's website does not form part of this Prospectus.

Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors are set out in Section 4 of this Prospectus. These risks, together with other general risks applicable to all investments in quoted securities not specifically referred to, may affect the value of the Company's Securities in the future. An investment in the Company should be considered speculative. Investors should consider these risk factors in light of their personal circumstances and should consider consulting their professional advisers before deciding whether to apply for New Securities pursuant to this Prospectus.

Overseas Applicants

This Prospectus is not, and is not intended to constitute, an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation, or issue.

By applying for New Securities, including by submitting an Application Form or making a payment using BPAY®, an Applicant represents and warrants that there has been no breach of such laws.

The distribution of this Prospectus and accompanying Application Forms (including electronic copies) outside Australia and New Zealand may be restricted by law and persons who come into possession of these documents should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws. The Company disclaims all liability to such persons.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including the

ASX website at www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offers. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company or subscribe for New Securities.

The Company has not authorised any person to give any information or make any representation in connection with an Offer which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon as having been authorised by the Company in connection with this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements that have been based on current expectations about future acts, events, and circumstances, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These forward-looking statements are subject to risks, uncertainties, and assumptions that could cause those acts, events, and circumstances to differ materially from the expectations described in such forward-looking statements.

Accordingly, the Company cannot and does not give any assurance that the results, performance, or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, except during an Offer Period and otherwise as required by law, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

Applications

Applications for New Securities offered by this Prospectus can only be made on an original Application Form accompanying this Prospectus. Please read the instructions in this Prospectus and on the accompanying Application Forms regarding the acceptance of an Offer.

By returning an Application Form, lodging an Application Form with a stockbroker or otherwise arranging for payment of New Securities in accordance with the instructions on the Application Form, an Applicant acknowledges that they have received and read this Prospectus, acted in accordance with the terms of the Offers to which the Application Form relates, and agrees to all of the terms and conditions as detailed in this Prospectus.

Meaning of terms

Capitalised terms and certain other terms used in this Prospectus are defined in the Glossary in Section 9.

References to "\$", "A\$", "AUD", or "dollar" are references to Australian currency, unless otherwise stated.

References to time relate to the time in Perth, Western Australia, unless otherwise stated.

Key Information

Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC and ASX.	Friday 11 December 2020
Opening Date	Friday 11 December 2020
Closing Date	Friday 18 December 2020
Trading of New Shares expected to commence normal trading on ASX	Monday 21 December 2020

The above events, dates and times are indicative only and may be subject to change. The Company reserves the right to amend any of these events, dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date and to accept late applications. The commencement of trading of New Shares on ASX is subject to confirmation by ASX.

Key Details of Offers

Key Details of New Securities Offer	
Offer Price	\$0.02 per New Share
Maximum number of New Shares to be issued	100,000
Maximum funds to be raised (before costs)	\$2,000
Minimum subscription	There is no minimum subscription to the New Securities Offer
Key Details of Lead Manager Offer	
Offer Price	Nil
Number of New Options to be issued	25,000,000
Funds to be raised (before costs)	Nil

Corporate Directory

Directors

Brett Savill
Managing Director

Peter Rossdeutscher
Non-Executive Chairman

Gary Castledine
Non-Executive Director

Simon Gerard
Non-Executive Director

Jordan Tentori
Executive Director

Company Secretary

Neville Bassett

Registered Office

Quantify Technology Holdings Limited
Level 4, 216 St Georges Terrace
PERTH WA 6000

T: +61 8 6254 0200

Web: www.quantifytechnology.com

ASX Code

QFY

Solicitors to the Company

Blackwall Legal LLP
Level 26, 140 St Georges Terrace
Perth, Western Australia 6000

Share Registry

Automic Registry Services
Level 2, 267 St Georges Terrace, Perth WA
6000

Auditor

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH WA 6000

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1. Investment Overview

1.1 Offers

Under this Prospectus, the Company makes the following offers (**Offers**):

- an offer to Applicants as determined by the Directors to subscribe for a total of 100,000 New Shares at an Offer Price of \$0.02 each, to raise up to \$2,000 (before costs) (**New Securities Offer**); and
- an offer to PAC Partners Securities Pty Ltd (or its nominees) to subscribe for 25,000,000 New Options at an issue price of nil, pursuant to the terms of the Lead Manager Mandate (**Lead Manager Offer**).

1.2 Acquisition of GSM Innovations Pty Ltd and Capital Raising

Background to the Acquisition

As announced to ASX on 1 October 2020, the Company entered into a legally binding terms sheet (**Acquisition Agreement**) to acquire all of the issued share capital in GSM Innovations Pty Ltd (ACN 616 530 708) (**GSM-I**) from the 100% shareholder of GSM-I, being Gerard Private Holdings (Finance) Pty Ltd (ACN 603 283 085) (**Vendor**) (**Acquisition**).

As consideration for the Acquisition, the Company agreed to issue to the Vendor 240,000,000 Shares (**Consideration Shares**) and 110,000,000 Performance Rights.

A condition precedent to the Acquisition was the requirement for the Company to raise approximately \$4 million in capital (**Capital Raising**). The Company sought a placement to professional and sophisticated investors as defined under the Corporations Act (being non-Related Parties of the Company) (**Capital Raising Placement Participants**) of 200,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.02 per Share to raise a total of \$4,000,000 (**Capital Raising Placement or Placement**).

Completion of the Acquisition and Capital Raising

Shareholder approval for the Acquisition and the Capital Raising was received at the Company's annual general meeting held on 30 November 2020. Each of the Acquisition and the Capital Raising were completed on 11 December 2020.

The Capital Raising Placement Participants comprised professional and sophisticated investors, including existing Shareholders, identified by the Company and the Lead Manager to the Capital Raising Placement, being PAC Partners Securities Pty Ltd. None of the Vendor Parties or their Associates were issued Shares under the Capital Raising.

Under the terms of the Acquisition, Mr Simon Gerard and Mr Jordan Tentori have been appointed as Directors of the Company. In addition, Mr Jordan Tentori has been appointed chief technology officer of the Company.

Mr Gerard will be paid Director fees of \$6,000 per month or \$72,000 pa. As an executive, Jordan Tentori will not receive Director's fees, but will receive a salary of \$225,000 (excluding superannuation) pursuant to his employment contract.

GSM-I

GSM-I is a private company, formerly a 100% subsidiary of the Vendor. None of Gerard Private or its directors or controlling entity were related parties or substantial shareholders of the Company or associates of directors of the Company prior to the Acquisition.

GSM-I's assets and business comprise the supply and sale of connected smart home electrical devices to control electrical appliances and devices in the home (lights, fans, and switches, for example). GSM-I trades under the name "Zimi/Powermesh".

GSM-I produces a range of connected devices that can be installed by any electrician with the ability for end-users to setup and configure the devices as desired. The GSM-I product range controls lights, fans, appliances, switches, garage doors and more. The technology is scalable for partial to complete home solutions and can accommodate a variety of budgets. The product range is suitable for both new and existing homes.

The Vendor controls another company, GSM Electrical (Australia) Pty Ltd (ACN 603 377 484) (**GSM-Electrical**) which is the exclusive distributor of GSM-I's products into the electrical wholesale market.

1.3 Purpose of the Offers and cleansing of New Securities

The Company is obliged to ensure that the Securities issued by the Company which are to be quoted on ASX are not subject to the secondary sale restrictions in the Corporations Act.

The Company is unable to issue a cleansing notice under section 708A(5) of the Corporations Act as its Shares and Quoted Options have been suspended from trading on ASX for more than ten trading days in the last 12 months.

This Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any secondary trading restrictions applicable to quoted Securities issued on or after the Prospectus Date

Accordingly, the primary purpose of this Prospectus is to facilitate secondary trading of:

- the 100,000 New Shares that are proposed to be issued by the Company under the New Securities Offer;
- the 25,000,000 New Options that are proposed to be issued by the Company under the Lead Manager Offer;
- the 240,000,000 Consideration Shares issued to the Vendor under the Acquisition on 11 December 2020;
- the 200,000,000 Capital Raising Placement Shares issued to the Capital Raising Placement Participants on 11 December 2020;
- any New Securities that may be issued to sophisticated and professional investors under the Company's 15% placement capacity or its additional 10% placement capacity made before the Closing Date, being 5.00pm on 18 December 2020; as at the Prospectus Date the Company has not arranged any issue of additional New Securities.

1.4 The Board

The Company is managed by the Board of Directors. The Board currently comprises five Directors, including two Executive Directors and three Non-Executive Directors.

(a) **Peter Rossdeutscher – Non-Executive Director – appointed 9 October 2018**

Peter Rossdeutscher (FAICD, MBA, BSc) is a Director with extensive leadership and strategic advisory experience. A fellow of the Australian Institute of Company Directors since 2008, Peter has been a Non-Executive Director and Chair of various boards. He is a regular key speaker on innovation, digital transformation, and the core drivers to grow and protect stakeholder value.

A former enterprise Managing Director leading multinational countries delivering annual incomes of more than \$500 million, Peter has considerable depth in strategic planning, value creation, and increasing brand and client experiences.

Peter's companies have provided agile innovation strategy advisory and initiatives to organisations such as Bankwest, CBH Group, METS Ignited, UWA, IBM, Murdoch University, CISCO, Woodside, Donhad Engineering, FESA, Curtin University, and the Chamber of Commerce and Industry.

Peter does not have any directorships on any other listed companies, nor has in the past 3 years.

(b) **Gary Castledine – Non-Executive Director – appointed 9 October 2018**

Gary Castledine's stellar career in capital markets spans more than 25 years. He has expertise in stockbroking, corporate advisory, and investment banking. He and his fellow Westar Capital directors are high net worth and institutional specialists.

Gary has participated in a range of capital raisings and IPOs across a broad spectrum of industries.

Gary's expertise lies in his ability to organise the capital and corporate structuring of each transaction to facilitate the investment banking to take a project to market.

Gary's finance career started in 1993. After a decade spent developing his skills as a stockbroker, he moved into a corporate advisory role, where he became involved in investment banking.

Before establishing Westar Capital, Gary was founder, Chairman, and MD of Indian Ocean Capital, a successful specialist boutique securities dealer and corporate advisory firm.

Gary is currently a director of Vector Resources Limited, a position he has held since 24 February 2009. Gary has not held any other listed directorships within the past 3 years.

(c) **Brett Savill – Chief Executive Officer and Executive Director – appointed 1 October 2018**

Brett Savill (BA (Hons) 2i, MBA, FAICD) has a track record in business development, growth, and acquisition strategy. Brett has held senior operational roles in Australia as well as being a former PricewaterhouseCoopers Partner in the UK, focused on technology, media, and telecoms. He brings twenty-five years' experience across strategy, innovation, regulation, business development, start-up growth, and innovation to the Company. Brett has worked, or advised, on more than 30 M&A transactions and is an experienced Non-Executive Director.

Brett does not have any directorships on any other listed companies, nor has in the past 3 years.

(d) **Simon Gerard – Non-Executive Director – appointed 11 December 2020**

In 2006, Simon Gerard returned to the family business of Gerard Corporation to form the Gerard Lighting Group.

After successfully positioning the lighting portfolio into a trusted global enterprise, listed on the ASX, in 2014, Simon retired from the Gerard Lighting Group to focus his attention back to the family business of Gerard Private.

In 2015, GSM Electrical, home of the TRADER Brand, was born.

Prior to 2006, Simon held the position of Executive General Manager, Clipsal Australia,

Australia's number one manufacturer of electrical accessories and automation products.

Simon currently holds a position as a member of the Board of Directors of Harris Real Estate and has done so since 2016.

He attended Prince Alfred College and holds a Bachelor of Management from the University of South Australia.

(e) **Jordan Tentori – Chief Technology Officer and Executive Director – appointed 11 December 2020**

Mr Tentori is an experienced Chief Technology Officer with a demonstrated history of working in the electrical and lighting industry to evolve technologies into commercial realities. Jordan's career started in the professional lighting industry where he pioneered the introduction of LED technology which over the decades has evolved to different industries at the forefront of technology.

2. Details of the Offers

2.1 New Securities Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 100,000 New Shares at an Offer Price of \$0.02 per New Share to raise up to \$2,000 (before expenses).

The New Securities Offer will only be extended to specific investors on invitation from the Company. Application Forms will only be provided by the Company to these parties.

All of the New Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

2.2 Purpose of New Securities Offer

The Company is seeking to raise only a nominal amount of \$2,000 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Securities issued by the Company before the Closing Date.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

2.3 Applications for New Shares under New Securities Offer

(a) Application Form

Applications for New Shares under the New Securities Offer may be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the New Shares must be made in full at the issue price of \$0.02 per Share.

An original, completed, and lodged Application Form constitutes a binding and irrevocable offer to subscribe for the number of New Shares specified in that Application Form. The Application Form does not need to be signed to be valid.

If an Application Form is not completed correctly, it may be treated by the Company as valid at its discretion. The Directors' decision as to whether to treat such an Application Form as valid and how to construe, amend, or complete a form is final.

(b) **Payment by cheque or money order**

Unless an Applicant pays using BPAY® as outlined below, an Application Form must be accompanied by a personal cheque or money order, payable in Australian dollars, for an amount equal to the number of New Shares for which the Applicant wishes to apply, multiplied by the Offer Price (i.e. \$0.02) of those New Shares.

Cheques or money orders must be made payable to “Quantify Technology Holdings Limited” and should be marked “Not Negotiable”.

Completed Application Forms and accompanying cheques or money orders must be received by the Company before **5.00pm (WST) on the Closing Date** at the following address:

By hand	By post
Quantify Technology Holdings Limited c/- Automic Group Level 2, 267 St Georges Tce Perth, Western Australia 6000	Quantify Technology Holdings Limited c/- Automic Group GPO Box 5193 Sydney NSW 2001

(c) **Payment using BPAY®**

Applicants who wish to submit an Application and make payment using BPAY® should follow the instructions on the Application Form which includes the ‘Biller Code’ and the Applicant’s individual ‘Customer Reference Number’.

Applicants can only make payment using BPAY® if they have an account with an Australian financial institution that supports such transactions.

Applicants must ensure to use the specific ‘Biller Code’ and ‘Customer Reference Number’ on their individual Application Form. An Application may not be accepted if these details are incorrect. The ‘Customer Reference Number’ is used to identify each Applicant’s holding.

Payments must be made in Australian dollars for an amount equal to the number of New Shares for which the Applicant wishes to apply, multiplied by the Offer Price (\$0.02).

If an Applicant makes a payment using BPAY®, an Application Form **does not** need to be submitted to the Company. However, by paying Application Moneys by BPAY®, the Applicant will be taken to have made the declarations on the Application Form.

BPAY® payments of Application Moneys must be received before **5.00pm (WST) on the Closing Date**.

Applicants should take into account when making an Application that their individual financial institutions may implement earlier cut-off times for BPAY® payments. It is an Applicant’s responsibility to ensure that the Application Moneys are received by the Company before the Closing Date.

2.4 **Timetable for New Securities Offer**

The New Securities Offer will open for receipt of Applications on Friday 11 December 2020 and will close at 5.00pm (WST) on Friday 18 December 2020.

The Directors reserve the right to extend the Offer Period or close the New Securities Offer prior to the Closing Date, subject to the requirements of the Corporations Act and the Listing Rules.

2.5 **Issue of New Shares under New Securities Offer**

If issued, the New Shares offered under the New Securities Offer are expected to be issued on or before Friday 18 December 2020, and in any event as soon as practicable following the Closing Date for the New Securities Offer.

Holding Statements with respect to the Securities offered under the New Securities Offer are expected to be issued within 3 Business Days of the issue of New Securities. The sale by an Applicant of any Securities prior to the receipt of a Holding Statement is at the Applicant's own risk.

2.6 **Lead Manager Offer**

The Lead Manager Offer made under this Prospectus invites PAC Partners Securities Pty Ltd (**PAC Partners**) (or its nominees) to subscribe for 25,000,000 New Options at an issue price of nil, pursuant to the terms of the Lead Manager Mandate.

The primary purpose of the Lead Manager Offer is for the Company to fulfil its obligation under the Lead Manager Mandate to issue the 25,000,000 New Options to PAC Partners (or its nominees).

By offering the New Options under the Lead Manager Offer, the New Options will be issued with disclosure under Chapter 6D of the Corporations Act. Accordingly, the New Options (and any Shares issued on their exercise) will not be subject to secondary trading restrictions.

The full terms and conditions of the New Options offered under the Lead Manager Offer are set out in Section 5.2.

The issue of 25,000,000 New Options to the Lead Manager was approved by Shareholders at the Company's annual general meeting held on 30 November 2020.

2.7 **ASX quotation**

The Company will apply for Official Quotation on ASX of the New Shares issued pursuant to this Prospectus within 7 days of the date of this Prospectus.

If ASX does not grant Official Quotation of the New Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any New Shares under the New Securities Offer and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

The Company will not apply for Official Quotation on ASX of the New Options issued pursuant to this Prospectus.

2.8 **Minimum subscription**

The Offers are not subject to any minimum subscription condition or requirement.

2.9 **Underwriting**

The Offers are not underwritten.

2.10 **Withdrawal**

The Directors may decide to withdraw this Prospectus or the Offers at any time before issue of any New Securities.

2.11 **Application Moneys to be held on trust**

Application Moneys for New Shares under the New Securities Offer will be held by the Company on trust in accordance with the requirements of the Corporations Act until the New Shares to which the Application Moneys relates are issued under the New Securities Offer, or a refund of Application Moneys occurs in the circumstances described in this Prospectus.

The Company will retain any interest earned on Application Moneys, including in the event of any refund of Application Moneys.

2.12 **Applicants outside of Australia**

This Prospectus does not constitute the offer of Securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the offer.

It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional adviser as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued New Securities. Return of a duly completed Application Form will constitute a representation and warranty by an Applicant that there has not been any breach of such regulations.

The Company has not taken any action to register or qualify the New Securities or the Offers, or otherwise to permit a public offering of Securities, in any jurisdiction outside Australia.

Prospective investors located outside Australia are advised that the information contained within this Prospectus has not been prepared with regard to matters that may be of particular concern to them. Accordingly, prospective investors located outside Australia should consult with their own legal, financial and tax advisors concerning the information contained within the Prospectus and as to the suitability of an investment in the Shares in their particular circumstances.

2.13 **CHESS and issuer sponsorship**

The Company participates in the Clearing House Electronic Sub-Register System (**CHESS**), operated by ASX Settlement (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASX Settlement Rules. The Company operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of its Securities.

Under CHESS, the Company does not issue certificates to the holders of Securities. Instead, the Company provides holders with a Holding Statement (similar to a bank account statement) that sets out the number of Securities allotted and issued to them.

This Holding Statement also advises investors of either their Holder Identification Number (**HIN**) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (**SRN**) in the case of a holding on the issuer sponsored sub-register.

A statement is routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time; however, a charge may be incurred for additional statements.

2.14 **Taxation implications**

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for New Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions for potential Applicants.

Neither the Company nor any of its advisers or officers accept any responsibility or liability for any taxation consequences to potential Applicants in relation to the Offers. Potential Applicants

should, therefore, consult their own tax adviser in connection with the taxation implications of the Offers.

2.15 Privacy disclosure

The Company collects information about each Applicant from the Application Forms for the purpose of processing the Application and, if the Applicant is successful, for the purposes of administering the Applicant's Security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement.

The Company and the Securities Registry may disclose an Applicant's personal information for purposes related to the Applicant's investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- (a) the Securities Registry for ongoing administration of the Company's register;
- (b) the Company's related bodies corporate (as that term is defined in the Corporations Act), agents, contractors and third-party service providers, as well as to ASX, ASIC, and other regulatory authorities (including the Australian Taxation Office); and
- (c) the printers and the mailing house for the purposes of preparing and distributing Holding Statements and for the handling of mail.

If an Applicant becomes a Security holder of the Company, the Corporations Act requires the Company to include information about the Security holder's (name, address and details of the Securities held) in its public register. This information must remain in the Company's register even if that person ceases to be a Security holder of the Company. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports, and other information that the Company may wish to communicate to its Security holders) and compliance by the Company with legal and regulatory requirements.

If an Applicant does not provide the information required on the Application Form, the Company may not be able to accept or process their Application.

Under the Privacy Act, a person may request access to their personal information held by (or on behalf of) the Company or the Securities Registry. An Applicant can request access to their personal information by writing to the Company through the Securities Registry.

2.16 Enquiries

This Prospectus provides information for potential investors in the Company and should be read in its entirety.

If after reading this Prospectus you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or financial advisor.

3. Effect of the Offers

3.1 Principal effect on the Company

The principal effects of the Offers, assuming the Offers are fully subscribed, will be to:

- increase the number of Shares on issue by 100,000, from 600,683,979 immediately prior to the Offers, to 600,783,979 Shares, representing a dilution of approximately 0.02% based on the total Shares on issue after completion of the Offers (assuming that no Options are exercised);
- increase the number of Options on issue by 25,000,000, from 79,660,912 Options immediately prior to the Offers, to 104,660,912 Options; and
- increase cash reserves by up to \$2,000 (on a full subscription basis) immediately after completion of the Offers and payment of the costs and expenses set out in Section 7.5, including the estimated expenses of the Offers.

3.2 Effect on capital structure

The capital structure of the Company following completion of the Offers, assuming the Offers are fully subscribed, is set out below:

Securities	Full subscription
Shares	
Shares on issue immediately prior to Offers	600,685,535
New Shares to be issued under New Securities Offer (maximum)	100,000
Total Shares on issue at completion of the Offers	600,785,535
Options	
Quoted Options on issue immediately prior to Offers (ASX:QFYOB) ¹	43,619,911
Quoted Options on issue immediately prior to Offers (ASX:QFYOC) ²	36,041,001
Unquoted Options on issue immediately prior to Offers	Nil
New Options to be issued to the Lead Manager ³	25,000,000
Total Options on issue at completion of the Offers	104,660,912
Performance Securities	
Performance Shares on issue	16,000,031
Performance Rights on issue	111,440,000

Notes:

1. Options having an exercise price of \$0.125 each and expiring 13 August 2021.
2. Options having an exercise price of \$0.10 each and expiring 25 February 2022.
3. Options having an exercise price of \$0.0001 each and expiring 3 years from the grant date.

3.3 Effect on control of the Company

The issue of New Securities under the Offers will not have any effect on control of the Company.

The Company will manage the Offers such that no person will obtain a relevant interest in Shares of 20% or more.

The Company does not anticipate that the acquisition of Shares by any person under the Offers will result in that person becoming a substantial Shareholder, or obtaining a relevant interest in Shares of 20% or more.

The Company therefore does not anticipate that the issue of Securities under the Offers will have any material effect on control of the Company.

3.4 Substantial holdings

A “substantial holding” is defined under section 9 of the Corporations Act to mean a relevant interest in 5% or more of the voting shares of a company.

The table below sets out the Shareholders with a substantial holding based on the Company’s register of Shareholders as at the day before the Prospectus Date, i.e., before the issue of Securities under the Offers.

Name	Number of Shares	Percentage interest
Gerard Private Holdings (Finance) Pty Ltd (ACN 603 283 085)	240,000,000	39.95%
Perennial Value Management Limited (ACN 090 879 904)	50,000,000	8.32%

Notes:

1. Percentage interest has been calculated based on 600,683,979 Shares on issue on the day before the Prospectus Date and before issue of 100,000 New Shares under the New Securities Offer.
2. The information in the table above has been extracted from the Company’s register of Shareholders as at the Prospectus Date, and not from substantial holding notices received from, or otherwise required to be provided by, the relevant Shareholders.

3.5 Effect on financial position of the Company

After paying the expenses of the Offers of approximately \$15,100 (exclusive of GST), there will be no net proceeds from the Offers. The expenses of the Offers will be met from the Company’s existing cash reserves and the moneys raised from the Capital Raising Placement.

3.6 Pro forma statement of financial position

Set out below is:

- the audited statement of financial position of the Company as at 30 June 2020; and
- the unaudited pro forma statement of financial position of the Company as at 30 June 2020 incorporating the effect of the Offers and the Acquisition.

The unaudited pro-forma statement of financial position has been prepared on the assumption that all proposed Shares pursuant to the Offers, Acquisition, and Capital Raising are issued, and it reflects the changes to the Company’s financial position following completion of the Acquisition and Capital Raising.

The audited statement of financial position of the Company as at 30 June 2020 was prepared by Quantify Technology Holdings Ltd.

The audited statement of financial position of GSM-I as at 30 June 2020 has been derived from the financial statements of GSM-I and which were prepared by the Vendor and audited by its auditors KPMG.

The pro-forma financial information is presented in an abbreviated form, in so far as it does not include all of the disclosure statements or comparative information required by Australian Accounting Standards applicable to annual financial statements.

The financial information should be read in conjunction with the Company's Financial Report for the year ended 30 June 2020, the risk factors described at Section 4, and the policies of the Company as disclosed in its most recent financial reports.

No allowance has been made for expenditure incurred in the normal course of business from 30 June 2020 to the Prospectus Date.

	QFY (Audited) 30-Jun-20 [QFY]	GSM-I (Audited) 30-Jun-20	GSM-I Pro-forma adjustments prior to acquisition [A]	Effect of Acquisition [B]	Capital Raising adjustments [C]	Total: Pro-forma After Acquisition, Capital Raising, and Offers ([QFY] + [B] + [C])
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Current assets						
Cash and cash equivalents	695	-	-	-	4,002	4,697
Receivables	1,138	56	-	56	-	1,194
Prepayments	5	1	-	1	-	6
Inventory	-	38	-	38	-	38
Total current assets	1,838	95	-	95	4,002	5,935
Non-current assets						
Plant and equipment	128	51	257	308	-	436
Intangible assets	125	3,373	-	7,110	-	7,235
Right of Use asset	226	-	-	-	-	226
Total non-current assets	479	3,424	257	7,418	-	7,897
Total assets	2,317	3,519	257	7,513	4,002	13,832
Current liabilities						
Trade and other payables	(845)	(115)	-	(115)	(240)	(1,200)
Interest-bearing loans	(776)	(3,899)	3,899	-	-	(776)
Provisions	(154)	-	-	-	-	(154)
Lease liability	(110)	-	-	-	-	(110)
Total current liabilities	(1,885)	(4,014)	3,899	(115)	(240)	(2,240)
Non-current liabilities						
Lease liability	(127)	-	-	-	-	(127)
Total non-current liabilities	(127)	-	-	-	-	(127)
Total liabilities	(2,012)	(4,014)	3,899	(115)	(240)	(2,367)
Net assets	305	(495)	4,156	7,398	3,760	11,463

Equity

Issued capital	34,694	-	4,156	4,800	3,272	42,770
Unissued Share Capital	60	-	-	-	-	60
Reserves	1,699	-	-	2,200	486	4,385
Accumulated losses	(36,148)	(495)	-	398	-	(35,750)
Total equity	305	(495)	4,156	7,398	3,762	11,465

The pro-forma statement of financial position is calculated by adding the effect of the Acquisition (column [B] above) and the Capital Raising adjustments (column [C] above) to the audited financial position of the Company as at 30 June 2020 (column [QFY]).

The pro-forma statement of financial position incorporates the following material events and assumptions:

Events relating to GSM-I prior to Acquisition:

- A. GSM-I acquires Powermesh tooling from GSM Electrical at written down book value of \$257,223.

GSM-I settles its loan of \$3,958,369 with GSM Electrical via its parent Gerard Private Holdings (Finance) Pty Ltd.

The Vendor capitalises its loan (\$4,156,448) with GSM-I.

Events relating to the proposed acquisition of 100% of the share capital of GSM-I, as announced to the ASX on 1 October 2020:

- B. Proposed issue of 240,000,000 fully-paid ordinary shares in the Company (on a post-Consolidation basis), at a deemed issue price of \$0.02 per share, and 110,000,000 performance rights in the Company (on a post-Consolidation basis) to the Vendor or their nominees, as consideration for the Company's Acquisition of all the issued capital in GSM-I.

Events relating to the Company:

- C. Issue of 200,000,000 fully-paid ordinary shares (on a post-Consolidation basis), at an issue price of \$0.02 per share, to raise \$4,000,000 (before costs of raising) the issue of 25,000,000 Lead Manager Options to the Lead Manager, and the issue of 100,000 New Shares under the New Securities Offer.

Statement of financial position of GSM-I

	30 June 2020 (audited) \$,000	30 June 2019 (audited) \$,000	30 June 2018 (audited) \$,000
Current assets			
Trade and other receivables	46	-	-
Inventories	11	5	7
Prepayments	38	-	-
Total current assets	95	5	7
Non-current assets			
Property, plant and equipment	51	-	-
Intangible assets	3,373	2,798	1,447
Total non-current assets	3,424	2,798	1,447
Total assets	3,519	2,803	1,454
Current liabilities			
Trade and other payables	(4,014)	(2,889)	-
Total current liabilities	(4,014)	(2,889)	-
Non-current liabilities			
Trade and other payables	-	-	(1,454)
Total non-current liabilities	-	-	(1,454)
Total liabilities	(4,014)	(2,889)	(1,454)
Net assets	(495)	(86)	-
Equity			
Issued capital	-	-	-
Accumulated losses	(495)	(86)	-
Total equity	(495)	(86)	-

3.7 Potential dilutive effect of convertible securities

The table below sets out the potential dilutive effect on Shareholders if Shares are issued on the exercise of all existing Quoted Options and all proposed New Options following completion of 25,000,000 New Options to the Lead Manager:

Event	Number of Shares pre-exercise of Options	Shares issued on Option exercise	Number of Shares post-issue	Dilution (rounded)
Exercise of existing Quoted Options	600,685,535	79,660,912	680,346,447	13.26%
Exercise of New Options issued under the Lead Manager Offer	600,685,535	25,000,000	625,685,535	4.16%
Exercise of existing Quoted Options and New Options issued under the Lead Manager Offer	600,685,535	104,660,912	705,346,447	17.42%

Note:

The interests shown in the table above assume that:

1. the existing Quoted Options do not lapse prior to exercise or conversion;
2. no other Shares are issued prior to exercise of Options.

4. Risk Factors

4.1 Introduction

Activities in the Company and its controlled entities, as in any business, are subject to risks which may impact upon the Company's future performance. There can be no guarantee that the Company will achieve its stated objectives.

Potential investors should read the entire Prospectus and review announcements made by the Company to ASX (at www.asx.com.au under the code "QFY") in order to gain an appreciation of the Company, its activities, operations, financial position, and prospects.

An investment in the Company's Securities should be considered speculative. Securities carry no guarantee with respect to the payment of any dividends, returns of capital or the market value of those Securities.

Potential investors should consider the risk factors set out in Sections 4.2 and 4.3 below which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to acquire any Securities in the Company. The following risk factors are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

4.2 Risks relating to the Company

The following risks have been identified as being risks specific to an investment in the Company. These risks may adversely affect the Company's financial position, prospects and price of its listed securities.

Specific Risks

(a) Capital and funding requirements

Given its focus on growing its market share, the Company has negative operating cashflow and, at present, it has minimal revenue. No assurance can be given that the Company will achieve commercial viability through its existing technology or otherwise. Until the Company is able to realise the full value from its technology, it is likely to incur ongoing operating losses. Depending on how successfully the Company times and executes its monetisation and depending on the opportunities that arise for business development, the Company may require further resources to achieve its aims going forward. Beyond its regular operating expenses, additional funding may also be deemed necessary to take advantage of promotional or other business opportunities. These funds may come in the form of further investments or loans. The Company may not be able to secure funding on acceptable terms. Its ability to raise further capital and the terms on which it does so may depend on macro-economic conditions, the performance of the Company and of the broader Internet of Things technology industry at the time. If the Company is unable to access these funds, or is unable to do so on acceptable terms, this could adversely affect its position.

(b) Development and commercialisation of the Company's technology

The success of the Company will depend upon the Company's ability to further develop and commercialise its technology and intellectual property. A failure to successfully develop and commercialise the technology could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position. The global marketplace for most products is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion and sales and licensing campaigns. There is a risk that, if the Company technology is not accepted by the market, it will not be able to commercialise its Internet of Things products, which could adversely impact its operations. There is no guarantee that the Company's sales and marketing initiatives will be successful.

The market for “Internet of Things” (**IoT**) within building automation is still relatively new. It is uncertain whether “Internet of Things” devices will achieve wide market acceptance. The Company’s success will depend to a substantial extent on the willingness of consumers to widely adopt these devices. In part, adoption of the Company’s products will depend on the increasing prevalence of “Internet of Things” devices and the profile of the market as a whole. Furthermore, some consumers may be unwilling to use “Internet of Things” devices because they have concerns regarding data privacy and security. If consumers do not perceive the benefits of “Internet of Things” devices or choose not to adopt them, the market may develop more slowly than expected which would adversely affect the Company’s business, financial condition and operating results.

The Company could experience delays in further development and introduction of its products. For example, the Company may not be able to obtain certifications in certain markets for the sale of its products in a timely fashion or at all.

Problems in the design or quality of the Company’s products may also have an adverse effect on the Company’s business, financial condition, and operating results. If product introductions are delayed or not successful, the Company may not be able to achieve an acceptable return, if any, on its research and development efforts, and the Company’s business may be adversely affected. Expenditure on research and development may not produce the intended results. Additionally, investments in new technologies, processes and products may not produce returns for the Company above the cost of development of those technologies, products and processes.

(c) Sales risk

In order to commercialise the technology, the Company will need to develop a successful sales model for delivery of the technology to customers. Potential sales models include the reseller strategy and direct sales model. The reseller model provides significant advantages to a smaller business by increasing its reach to the customer. However, risk lies in the ability or motivation of the reseller achieving agreed sales volumes not being under the direct control of the Company. This can only be mitigated through the reseller agreements providing clauses in relation to non-performance of meeting mutually agreed sales targets. The direct sales model has the benefit of the Company retaining control of the sales process. However, the sale of technically complex products requires additional financial resources and specialized sales staff, notably if the Company expands overseas. There is a risk that the Company may lack the financial and technical capacity to implement successful sales channels across borders and to different geographical regions. The inability of the Company to implement a successful sales model will have an adverse impact on the future success and profitability of the Company.

(d) Staffing and reliance on key management

The Company relies on the experience and knowledge of key members of its staff. In the event that key personnel leave and the Company is unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.

The responsibility of successfully implementing the Company’s development and commercialisation strategy depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment with the Company. There is also a risk to the business where there is a turnover of development staff that have knowledge of the technology and business. This loss of knowledge could result in leakage or misappropriation of confidential information. Whilst the Company aims to mitigate this risk by imposing contractual restraints on use and ownership of confidential information, there could also be increased costs for the Company in having to replace the implicit knowledge and skills of departing employees.

(e) Relationships with suppliers

The Company relies on suppliers that are mainly located in Asia and charge in US dollars. The COVID pandemic has made supply chains management more difficult and currencies more volatile. A material adverse change in these suppliers, the exchange rate and/or in the supply chain could have a negative impact on the Company's operations.

(f) Competition risk

There is significant competition in the Internet of Things industry generally, with companies offering a variety of competitive products and services. Competition in the Internet of Things industry is expected to intensify in the future as new and existing competitors introduce new or enhanced products that are potentially more competitive than the Company's products. The Internet of Things industry has a multitude of participants, including many large, broad-based consumer electronic companies that compete in the market.

There is no assurance that competitors will not succeed in developing products that are more effective or economic than the products developed by the Company, or which would render the products obsolete and/or otherwise uncompetitive.

The large number of market participants can complicate customers' discrimination between competitors, increasing the difficulty of achieving market share and revenue. The Company may be unable to compete successfully against future competitors where aggressive policies are employed to capture market share. Such competition could result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect the Company's future business, operating results and financial position.

There is also the potential for significant consolidation in the Company's targeted market, resulting in a fewer number of competitors each having greater financial and other resources. Any such consolidation before the commercialisation of the Company's technology could also adversely affect the Company's ability to gain market share and commercialise its technology.

(g) Global market risk

The Company's aim is to sell a more complete family of connected products. The Company will create a single, powerful software platform for its connected products. The Company's continued growth is dependent on it entering new markets. Any expansion into new markets could expose the Company to a number of risks including different regulatory systems, difficulties managing foreign operations, exchange rate fluctuations, differences in consumer behaviour, potential political and economic instability and potential difficulties in enforcing contracts and intellectual property rights. Any of these factors could materially affect the Company's business, financial performance and operations.

(h) Intellectual property

Securing rights to intellectual property, and in particular patents, is an integral part of securing potential product value from the development of the Company's technology. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome. The granting of a patent does not guarantee that the rights of others are not infringed nor that competitors will not develop competing intellectual property that circumvents such patents. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties.

The Company currently holds trade mark rights, patents and patent applications. As some of the patents have not yet been granted, without the priority date for some of its intellectual property there is a risk of third parties lodging patents in the same field with an earlier priority date, as well as the publication of similar methods to those envisioned in the patents which would invalidate any future patent claims by the Company.

There is also a risk of third parties claiming involvement in technological developments, and if any disputes arise, they could adversely affect the Company's business. The Company is not aware of any third-party interests in relation to the intellectual property rights of the Company's technology, there has not been any external analysis of patents to determine whether the Company technology infringes any existing patents. This provides for the potential risk of claims being made at a later point which may incur costs for the Company through the need for licensing of further patents. The Company's prospects may also depend on its ability to licence third party proprietary technology necessary for the development of the technology. Breach of any licence agreements, or infringement of the licensed intellectual property by third parties, may have an adverse impact on the Company's ability to develop its technology.

(i) Lack of patent protection in some jurisdictions

An integral part of the Company's business will be its ability to obtain and sustain patents, maintain trade secret protection and operate without infringing proprietary rights of third parties. The granting of protection, such as a registered patent, does not guarantee that the rights of others are not infringed, that competitors will not develop technology to avoid the patent or that third parties will not claim an interest in the intellectual property with a view to seeking a commercial benefit from the Company or its partners. In this regard, based on the perceived cost versus benefit of doing so, the Company has decided not to pursue patent filing in certain jurisdictions. This may allow competitors in such jurisdictions to develop products functionally identical to the Company's products and the Company may not be able to seek injunctive or financial relief against those companies by virtue of not having registered interests in those jurisdictions. No guarantee can be given that the patents will give the Company commercially significant protection of its intellectual property.

(j) Dependence on the Internet and telecommunications infrastructure

The success of the Company and its products will depend to some extent on the availability and stability of telecommunications infrastructure, and in particular the infrastructure over which devices directly communicate with each other and the internet. The utility of both connectivity and the internet for carrying communications between devices can be adversely impacted upon as a result of the rapidly increasing demands for bandwidth, data security, reliability, cost, accessibility and quality of service. The performance of the internet has been harmed by "viruses," "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. Note that the Company's platform does not rely on access to the internet for basic functionality.

(k) Hacker risk, technology, disruption, corruption, systems failure

Security concerns and the possibility of data corruption and data manipulation are particular concerns with most wireless technology. Where consumers perceive that the Company is insecure and open to being hacked then the adoption of the Company's technology may be impacted. This may ultimately impact on the success of the Company's business. No assurance can be given at this time that the Company's technology will be immune from the usual range of IoT technology risks.

(l) Privacy laws

Currently there are few IoT-specific laws and regulations. However in Australia, IoT-based technologies may be impacted by informational privacy laws. Such laws differ from jurisdiction to jurisdiction. In Australia, the collection, use, storage and disclosure of "personal information" is principally regulated by the *Privacy Act 1988 (Cth)* (**Privacy Act**). The Privacy Act does not prohibit IoT-based technologies but it could in certain circumstances impose additional compliance obligations on businesses who use or commercialise those technologies. If the Company's technology collects data which falls within the definition of "personal information", or the data aggregated with other datasets which together could be considered personal information, then the compliance regime under the Privacy Act will apply to the Company in respect of the collection, use, storage and disclosure of that "personal information". The Company will take steps to ensure compliance with any applicable requirements of the Privacy Act. There is the risk that increased regulation may be imposed on IoT-based technologies and therefore the Company's business may incur additional regulatory compliance costs, potentially affecting the Company's business, financial performance and operations.

4.3 General risks

The business activities of the Company are subject to various general economic and investment risks that may impact on the future performance of the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. There are a number of general economic and investment risk factors that apply to companies generally and may include economic, financial, market or regulatory conditions. These risk factors include, but are not limited to, the following:

(a) COVID-19 risk

The global economic outlook is facing uncertainty due to the current COVID-19 pandemic, which has been having, and will likely continue to have, a significant impact on global capital markets and foreign exchange.

(b) Economic

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's research, development and production activities, as well as on its ability to fund those activities.

(c) Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) Additional requirements for capital

Additional Funding may be required in the event that costs exceed the Company's estimates and to effectively implement its business and operations plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which Quantify may incur. If such events occur, additional funding will be required.

Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Capital Raising Placement. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its business. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(e) Dividends

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(f) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(g) Unforeseen expenditure

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(h) General economic climate

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, and stock market prices. The Company's future revenues and security price may be affected by these factors, which are beyond the Company's control.

(i) Global credit and investment market

Global credit, commodity and investment markets have recently experienced a high degree of uncertainty and volatility. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including the ASX). This may impact the price at which the Company's Shares trade regardless of operating performance, and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

(j) Force majeure risk

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies, the operations of the Company and the market price of its securities. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

(k) Litigation

The Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, customers or other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

(l) Taxation

The acquisition and disposal of securities may have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors of the

Company are urged to obtain independent financial advice about the consequences of acquiring securities in the Company from a taxation point of view and generally.

(m) Speculative Nature of Investment

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. Shareholders should consider that an investment in the Company is speculative and should consult their professional advisors before deciding whether to participate in the Offers.

Whether or not future income will result from the Company's operations is dependent on the successful implementation of the Company's business plan.

Factors including costs, consumer preferences and platform/marketing costs affect successful development. In particular, changes in global economic conditions (including changes in interest rates, inflation, foreign exchange rates and labour costs) as well as general trends in the Australian and overseas equity markets may affect the Company's operations and particularly the trading price of the Shares on the ASX.

Shareholders should consider that an investment in the Company is speculative and should consult their professional advisors. The New Securities to be issued pursuant to this Prospectus should be regarded as speculative in nature and carry no guarantee with respect to the payment of dividends, return of capital or their market value.

5. Rights and Liabilities Attached to New Securities

5.1 Rights and liabilities attaching to New Shares

The New Shares issued under this Prospectus will be fully-paid ordinary shares in the capital of the Company and will rank equally with the Shares on issue at the Prospectus Date.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to Shares. Full details of the rights and liabilities attaching to the Shares are contained in the Constitution and, in certain circumstances, are regulated by the Corporations Act, the Listing Rules, the ASX Settlement Rules, and the common law. The Constitution is available for inspection free of charge at the Company's registered office.

(a) Voting

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every fully paid up Share held by them. In the case of a partly paid share, a fraction of a vote equivalent to the proportion which the amount paid up on that member's share bears to the total amounts paid and payable (excluding amounts credited) on that share.

(b) Dividends

Subject to law and any special rights and restrictions attached to any Shares:

- the directors may declare and pay dividends as appear to them to be justified by the profits of the Company; and
- the person entitled to a dividend on a Share is entitled to:
 - if the Share is fully paid (whether the issue price of the Share was paid or credited or both), the entire dividend; or
 - if the Share is partly paid, a proportion of that dividend equal to the proportion which the amount paid on that Share bears to the total issue price of that Share. Any amounts credited without payment in money or other consideration being made to the Company and any amounts paid up in advance of the applicable due date for payment are ignored when calculating the proportion.

(c) Winding up

If the Company is wound up and after payment of all debts and satisfaction of liabilities a surplus remains, it may be distributed amongst Shareholders entitled to it in proportion to the number of Shares held by each of them regardless of the amounts paid up on the Shares.

(d) Further increases in capital

Subject to restrictions on the issue or grant of securities contained in the Listing Rules, ASX Settlement Operating Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors have the right to issue shares or grant options over unissued shares to any person and they may do so at such times as they think fit and on the conditions they think fit.

Such shares may have preferred, deferred or other special rights or special restrictions about dividends, voting, return of capital, participation in the property of the Company on a winding up or otherwise, as the directors think fit.

(e) **Variation of rights**

The rights attached to any class of shares may, unless their terms of issue state otherwise, be varied:

- with the written consent of the holders of 75% of the shares of the class; or
- by a special resolution passed at a separate meeting of the holders of shares of the class.

(f) **Transfer of securities**

Generally, the shares and options in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of shares but only where permitted to do so under its Constitution or the Listing Rules

(g) **Sale of small holdings**

The Company may take steps in respect of non-marketable holdings of shares in the Company to effect an orderly sale of those shares in the event that holders do not take steps to retain their holdings.

The Company may only take steps to eliminate non-marketable holdings in accordance with the Constitution and the Listing Rules

(h) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given

5.2 **Terms and conditions of New Options**

The terms and conditions of the New Options are as follows:

- (a) **Entitlement:** Each New Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.
- (b) **No payment on grant:** The Option Holder is not required to pay any amount on the grant of an Option.
- (c) **Exercise price:** The exercise price of each New Option is \$0.0001 (**Exercise Price**).
- (d) **Expiry date:** Each New Option may be exercised at any time before 5.00pm (WST) on the date that is 3 years after their grant (**Expiry Date**). Any New Option not exercised by the Expiry Date will automatically expire.
- (e) **Certificate or Holding Statement:** The Company must give the Option Holder a certificate or Holding Statement stating:
 - (i) the number of New Options issued to the Option Holder;
 - (ii) the Exercise Price of the New Options; and
 - (iii) the date of issue of the New Options.
- (f) **Transfer:**
 - (i) The New Options are transferable, subject to applicable law.

- (ii) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the New Options at any time before the Expiry Date by:
 - A. a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - B. a prescribed instrument of transfer.
- (iii) An instrument of transfer of a New Option must be:
 - A. in writing;
 - B. in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - C. subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - D. delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the New Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that New Option, the right of the transferor to transfer that New Option and the proper execution of the instrument of transfer.
- (g) **Quotation of New Options:** The Company will not apply to ASX for Official Quotation of New Options.
- (h) **Quotation of Shares:** The Company will apply to ASX for Official Quotation of the Shares issued on exercise of New Options.
- (i) **New issues:** The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its New Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.
- (j) **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the New Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the New Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the New Option before the record date for determining entitlements to the issue.
- (k) **Reorganisation:** If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of New Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any New Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of a New Option.

(l) **Exercise of New Options:**

- (i) To exercise New Options, the Option Holder must give the Company or its Share Registry, at the same time:
 - A. a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of New Options being exercised and Shares to be issued;
 - B. payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - C. any certificate for the New Options.
- (ii) The Option Holder may only exercise New Options in multiples of 10,000 New Options unless the Option Holder exercises all Options held by the Option Holder.
- (iii) New Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (iv) If the Option Holder exercises less than the total number of New Options registered in the Option Holder's name:
 - A. the Option Holder must surrender their New Option certificate (if any); and
 - B. the Company must cancel the New Option certificate (if any) and issue the Option Holder a new New Option certificate or Holding Statement stating the remaining number of New Options held by the Option Holder.

(m) **Issue of Shares on exercise of New Options:**

- (i) Within five Business Days after receiving an application for exercise of New Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.
- (ii) Subject to the Constitution, all Shares issued on the exercise of New Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

- (n) **Governing law:** These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

6. Continuous Disclosure Documents

6.1 Continuous disclosure obligations

This is a Prospectus for the offer of continuously quoted securities (as defined in the Corporations Act), and options to acquire continuously quoted securities, of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction-specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering Prospectus.

The Company is a “disclosing entity” for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a listed company, the Company is subject to the Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of its Shares, subject to certain exceptions.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the financial market conducted by ASX throughout the 12 months before the issue of this Prospectus.

The New Shares to be issued under this Prospectus are in a class of securities that were quoted on the financial market of ASX at all times in the 12 months before the issue of this Prospectus. The New Options to be issued under this Prospectus are options to acquire Shares, being in a class of securities that were quoted on the financial market of ASX at all times in the 12 months before the issue of this Prospectus.

6.2 Documents available for inspection

The Company has lodged the following announcements with ASX since the lodgement of the Company’s 2020 annual financial report to Shareholders on 31 August 2020:

Date	Description of ASX Announcement
11 December 2020	GSM Innovations acquisition and capital raise complete
11 December 2020	Appendix 3G
11 December 2020	Appendix 2A
30 November 2020	Results of Meeting
27 November 2020	Device Activation Accelerates - Clarification
27 November 2020	Device Activation Accelerates
24 November 2020	Investor Presentation
30 October 2020	Appendix 4C - quarterly
28 October 2020	Letter to Shareholders - Notice of AGM and Proxy Form
28 October 2020	Notice of Annual General Meeting/Proxy Form
5 October 2020	Ceasing to be a substantial holder
1 October 2020	Investor Presentation
1 October 2020	Reinstatement to Official Quotation
1 October 2020	Consolidation/Split – QFY
1 October 2020	Proposed issue of Securities - QFY
1 October 2020	Acquisition of GSM Innovations

Date	Description of ASX Announcement
1 October 2020	Response to ASX Price and Volume Query
17 September 2020	Extension of Voluntary Suspension
14 September 2020	Becoming a substantial holder
14 September 2020	Suspension from Official Quotation
10 September 2020	Trading Halt
10 September 2020	Pause in Trading
31 August 2020	Corporate Governance Statement
31 August 2020	Appendix 4G

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

Copies of documents lodged with ASX, in relation to the Company, including the Company's corporate governance policies, may be obtained from the Company's website (<https://www.quantifytechnology.com/>) or at ASX's website (www.asx.com.au using ASX Code "QFY").

The Company will provide a copy of each of the following documents, free of charge, to any person on request from the Prospectus Date until the Closing Date:

- the annual financial report of the Company for the financial year ended 30 June 2020, being the annual financial report of the Company most recently lodged with the ASIC before the issue of this Prospectus;
- the half year financial report of the Company for the half financial year ended 31 December 2019, being the half year financial report of the Company most recently lodged with the ASIC before the issue of this Prospectus; and
- any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report of the Company for the financial year ended 30 June 2020 until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

7. Additional Information

7.1 Material and related party contracts

(a) Distribution Agreement with GSM Electrical (Australia) Pty Ltd

As a condition precedent to the Acquisition, GSM-I entered into a distribution agreement for the distribution of GSM-I's products (**Distribution Agreement**) with GSM Electrical (Australia) Pty Ltd (ACN 603 377 484) (**GSM Electrical**), a company 100% owned by the Vendor.

Under the Distribution Agreement, Gerard Private, through its wholly-owned subsidiary, GSM Electrical (**Distributor**), will be the exclusive distributor into the electrical wholesale market under an agreement whereby it will distribute, promote, stock and sell GSM-I's products into the more than 900 electrical wholesalers across Australia. The terms of the Distribution Agreement are:

- initial three-year term; the term may be extended for further periods, each of 12 months' duration, by the agreement of both parties;
- the agreement will apply to distribution in Australia and New Zealand;
- the consideration payable to the Distributor by customers and by the Distributor to GSM-I for the sale of GSM-I's products will be on the basis of an agreed scheduled price per device sold, inclusive of firmware licence; the consideration will be received monthly during the term of Distribution Agreement;
- the Distributor must use commercially reasonable endeavours to actively market GSM-I's products, exercise due care and skill and submit annual sales plans; should the Distributor breach these obligations and not remedy the default for 120 days' after notice, GSM-I may terminate exclusivity and continue to engage the Distributor on a non-exclusive basis;
- the Distributor may terminate the agreement with six months' notice, immediately in the event of GSM-I's insolvency or on 30 days' notice for unremedied material breach of agreement; and
- GSM-I may terminate the agreement if the Distributor becomes insolvent; undergoes a change in control; commits a material breach which is not capable of remedy; commits a material breach and fails to remedy such breach within 30 days of receipt of written notice from GSM-I requiring it to do so; commits any breach three or more times in any six month period; or commits any breach and has failed to remedy such breach within 90 days of receipt of written notice from GSM-I requiring it to do so.

The annual sales plans to be submitted by the Distributor to GSM-I under the Distribution Agreement will include minimum sales targets, to be reviewed and agreed with GSM-I.

In a proposed separate agreement, Quantify Technology may elect to use Gerard Private's wholly owned Hong Kong subsidiary, GSM International Ltd, for quality assurance, logistics and other services. These services will be agreed on a case by case basis.

In addition, two Gerard Private staff members will be seconded to work for Quantify Technology for a limited basis.

(b) Lead Manager Mandate

Under the Lead Manager Mandate, the Lead Manager has been engaged on an exclusive basis to assist the Company where possible or requested in relation to introductions, co-ordination and advisory services for the proposed Acquisition and Capital Raising Placement, including:

- (a) introduction of potential transactions prior to, and/ or proceeding, the Acquisition and Capital Raising Placement;
- (b) assistance in meetings with key stakeholders;
- (c) assistance with researching and appointing additional advisors; and
- (d) provision of ad-hoc industry and corporate advice where required.

For performing these services, the Lead Manager has or will be paid the following amounts:

- a success fee on the Capital Raising Placement equal to 6% (plus GST) on the gross proceeds, including moneys from any cornerstone or strategic investors whether existing holders or new investors, to be settled and retained out of the raised funds at settlement of the raise;
- a corporate advisory retainer of \$7,500 per month (plus GST) for 12 months; and
- the 25,000,000 New Options, issued pursuant to this Prospectus.

Under the Lead Manger Mandate, the Lead Manager will pay:

- other licenced financial advisors a fee 5.0% of any funds raised from investors to the Capital Raising introduced by them; and
- Madurta Investments Pty Ltd (a company associated with the Vendor) a fee of 5.0% on funds up to an amount of \$1.9 million raised from investors to the Capital Raising introduced by the Vendor or its Associates.

(c) Directors' indemnity and insurance deeds

The Company has agreed to indemnify all of the Directors of the Company for any liabilities to another person (other than the Company or a related body corporate) that may arise from their position as Directors of the Company ad its controlled entities, except where the liability arises out of conduct involving a lack of good faith.

The agreements otherwise contain terms and conditions considered standard for agreements of this nature.

7.2 Litigation

A former employee of the Company, Mr Kevin Hirst, has made a claim against the Company in the amount of \$100,000, alleging that the Company has failed to issue to Mr Hirst securities to which he alleges he was entitled whilst employed by the Company. Mr Hirst has threatened to bring legal proceedings against the Company if his claim is not satisfied. The Company disputes the allegations and denies that Mr Hirst is entitled to any securities in the Company. As at the Prospectus Date, no legal proceedings have issued against the Company.

As at the Prospectus Date, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company, except as stated above.

7.3 Security holding interests of Directors

At the date of this Prospectus the relevant interest of each of the Directors and in the Shares, Options, and Performance Shares of the Company are as follows:

Director	Shares	Options	Performance Shares	Performance Rights
Peter Rosseutscher	1,600,000	1,600,000	1,600,000	-
Brett Savill	2,026,989	2,009,717	3,200,000	-
Gary Castledine	154,860	-	1,600,000	-
Simon Gerard ¹	240,000,000	-	-	110,000,000
Jordan Tentori	-	-	-	-

Note:

1. Simon Gerard's interest arises through his 60% beneficial interest in Gerard Private Holdings (Finance) Pty Ltd, being the Vendor to the Acquisition.

7.4 Remuneration of Directors

The Constitution provides that the Directors may be paid for their services as Directors, as determined by the Company prior to the first annual general meeting. Such payment, in relation to Non-Executive Directors, is to be paid by way of a fixed sum and not by a commission or percentage of operating revenue or Company profits. The sum fixed, which is currently \$300,000, may be divided amongst the Directors as they may from time to time agree or, in the absence of agreement, in equal shares.

Subject to the provisions of any contract between the Company and any Executive Director, the remuneration for Executive Directors may be fixed by the Directors from time to time.

A Director may be paid fees or other amounts as the Directors determine, where a Director performs duties or provides services outside the scope of their normal duties. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The table below sets out the cash remuneration of each Director (excluding superannuation and accrued leave) for the financial years ended 30 June 2019 and 30 June 2020.

Director	Financial year ended 30 June 2019	Financial year ended 30 June 2020
Peter Rosseutscher	\$81,000	\$93,600
Brett Savill	\$237,000	\$264,231
Gary Castledine	\$54,000	\$61,200
Simon Gerard	\$0	\$0
Jordan Tentori	\$0	\$0

Notes: Mr Rossdeutscher and Mr Castledine were appointed as Directors on 1 October 2018. Mr Savill was appointed as a Director on 1 October 2018. Mr Gerard and Mr Tentori were appointed as Directors on 11 December 2020.

Further information relating to the remuneration of Directors can be found in the Company's 2020 Annual Report, which can be found on the Company's website (<https://www.quantifytechnology.com/>) or the ASX announcements webpage for the Company (ASX Code "QFY").

7.5 Expenses of the Offers

The expenses of the Offers (assuming full subscription) are expected to comprise the following estimated costs, exclusive of GST.

Expense	Amount
ASIC fees	\$3,206
ASX fees	\$1,922
Legal fees	\$10,000
TOTAL (rounded to nearest \$100)	\$15,100

7.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus:

- all other persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus do not have, and have not had in the 2 years before the Prospectus Date, any interest in:
 - the formation or promotion of the Company;
 - property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
 - the Offers; and
- no amounts have been paid or agreed to be paid (whether in cash, Securities or otherwise), and no other benefits have been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offers.

Expert/advisor	Service or function	Amount paid or to be paid
PAC Partners Securities Pty Ltd	Lead Manager	<p>For performing services under the Lead Manager Mandate, PAC Partners has or will be paid the following amounts:</p> <ul style="list-style-type: none"> a success fee on the Capital Raising Placement equal to 6% (plus GST) on the gross proceeds, including moneys from any cornerstone or strategic investors whether existing holders or new investors, to be settled and retained out of the raised funds at settlement of the raise; a corporate advisory retainer of \$7,500 per month (plus GST) for 12 months; and 25,000,000 Lead Manager Options, being issued under this Prospectus. <p>PAC Partners has not provided any other services to the Company in the period 2 years prior to the Prospectus Date for which it is entitled to be paid.</p>
Blackwall Legal LLP	Solicitors to the Company	<p>Blackwall Legal LLP will be paid approximately \$10,000 (plus GST) for services related to this Prospectus and the Offers.</p> <p>In addition, Blackwall Legal LLP has been paid or is entitled to be paid approximately \$50,000 (plus GST) for legal services provided to the Company in the period 2 years prior to the Prospectus Date.</p>
Automic Registry Services	Share Registry	<p>Automic Registry Services will be paid approximately \$5,000 (plus GST) for services to be provided in relation to the Capital Raising Placement.</p> <p>In addition, it has been paid or is entitled to be paid approximately \$71,482 (plus GST) for the provision of share registry services to the Company in the period 2 years prior to the Prospectus Date.</p>
HLB Mann Judd	Auditor	<p>HLB Mann Judd has been paid or is entitled to be paid \$93,468 (plus GST) for the provision of audit services to the Company in the period 2 years prior to the Prospectus Date.</p> <p>HLB Mann Judd has not provided any services to the Company or GSM-I in relation to this Prospectus.</p>
KPMG	Auditor to GSM-I	<p>KPMG was paid for its services as auditor of GSM-I in the period prior to this Prospectus. KPMG has not provided any services to the Company or GSM-I in relation to this Prospectus.</p> <p>KPMG has not provided any services to the Company in the period 2 years prior to the Prospectus Date for which it is entitled to be paid.</p>

7.7 Market prices of Shares on ASX

Information about the closing market price of Shares quoted on ASX during the 3-month period prior to Prospectus Date is set out in the table below.

	Price	Date(s)
Highest	\$0.03	2 December 2020
Lowest	\$0.001 (pre-Consolidation)	8 September 2020
Latest	\$0.025	10 December 2020

Notes: The lowest sale price of Shares occurred prior to the Consolidation of the Company's securities on a 25:2 basis as approved by Shareholders at the Company's annual general meeting on 30 November 2020.

The above trading data has been sourced from ASX, which has not consented to its use in this Prospectus.

7.8 Consents and liability statements

The following persons have given their written consent to be named in the Prospectus in the form and context in which they are named and to the inclusion of a statement or report in this Prospectus in the form and context in which it is included:

Party	Capacity in which named	Statement or report in this Prospectus
PAC Partners Securities Pty Ltd	Lead Manager to the Placement and the Offers	Not applicable
Blackwall Legal LLP	Solicitors to the Company	Not applicable
Automic Registry Services	Share Registry	Not applicable
HLB Mann Judd	Auditor	Financial accounts as at 30 June 2020 set out in Section 3.6, on which the pro forma statement of financial position is based.
KPMG	Auditor to GSM-I	Audited statements of financial position of GSM-I as at 30 June 2018, 2019 and 2020 set out in Section 3.6.

Each of the parties named above as providing their consent:

- did not authorise or cause the issue of this Prospectus;
- does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section 7.8; and
- to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with consent of that party as specified in this Section 7.8.

8. Directors' Statement

The Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director and Proposed Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

A handwritten signature in blue ink, appearing to read 'Brett Savill', with a stylized flourish at the end.

Brett Savill
Managing Director

Date: 11 December 2020

9. Glossary of Terms

A\$ or \$	Australian dollars.
Acquisition	The acquisition by the Company of 100% of the issued capital in GSM-I.
Acquisition Agreement	Has the meaning given to that term in section 1.2.
Applicant	A person who applies for New Securities under and in accordance with this Prospectus.
Application	A valid application for New Securities offered under this Prospectus.
Application Form	An application form that accompanies this Prospectus for an offer of New Securities under this Prospectus.
Application Moneys	Money received from an Applicant in respect of an Application.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) trading as the 'Australian Securities Exchange'.
ASX Settlement	ASX Settlement Pty Limited (ACN 008 504 532).
ASX Settlement Rules	The settlement rules of ASX Settlement.
Board	The board of Directors of the Company.
Business Day	Has the meaning given to that term in the Listing Rules.
Capital Raising	Has the meaning given to that term in section 1.2.
Capital Raising Placement	Has the meaning given to that term in section 1.2.
Capital Raising Placement Participants	Has the meaning given to that term in section 1.2.
CHESS	Clearing House Electronic Sub-register System operated by ASX Settlement.
CHESS Statement or Holding Statement	A statement of shares registered in a CHESS account.
Closing Date	The closing date of the New Securities Offer, being 5.00pm WST on 18 December 2020 or such other date as determined by the Directors.
Company or QFY	Quantify Technology Holdings Limited (ACN 113 326 524).
Consolidation	The consolidation of Shares on a 25:2 basis which took effect on 4 December 2020.
Constitution	The constitution of the Company.
Consideration Shares	Has the meaning given to that term in section 1.2.
Corporations Act	<i>Corporations Act 2001</i> (Cth).

Company Secretary	The company secretary of the Company.
Director	A director of the Company as at the Prospectus Date.
Executive Director	An executive Director of the Company.
GSM-Electrical	GSM Electrical (Australia) Pty Ltd (ACN 603 377 484).
GSM-I	GSM Innovations Pty Ltd (ACN 616 530 708).
GST	Goods and services tax levied under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth).
IoT	Internet of things.
Lead Manager or PAC Partners	PAC Partners Securities Pty Ltd (ACN 623 653 912).
Lead Manager Mandate	The lead manager mandate between the Company and PAC Partners as described in Section 7.1(b).
Lead Manager Offer	The offer under this Prospectus of 25,000,000 New Options to the Lead Manager pursuant to the terms of the Lead Manager Mandate.
Listing Rules	The official listing rules of ASX.
New Option	An Option exercise price of \$0.0001 per share and expiring 3 years from the date of grant, and otherwise having the terms and conditions set out in Section 5.2, issue or to be issued or offered under the Lead Manager Offer.
New Securities	New Shares and New Options.
New Securities Offer	The offer under this Prospectus of 100,000 New Shares.
New Share	A new Share, which the Company may issue to investors under the New Securities Offer.
Non-Executive Director	A non-executive Director of the Company.
Offer Period	The period that an Offer is open, being the period between the Opening Date and the Closing Date.
Offer Price	\$0.02 per New Share.
Offers	The New Securities Offer and the Lead Manager Offer, or any one of those offers as the case may be.
Official Quotation	The admission of Securities to the official list of the ASX.
Opening Date	The opening date of the New Securities Offer, being Friday 11 December 2020 or such other date as determined by the Directors.
Option	An option to subscribe for a Share.
Quoted Options	Options quoted on ASX (ASX Code: QFYOB and QFYOC).
Privacy Act	<i>Privacy Act 1988</i> (Cth).

Proposed Director	Mr Simon Gerard and Mr Jordan Tentori.
Prospectus	This document.
Prospectus Date	The date of this Prospectus, being the date that this Prospectus is lodged with ASIC.
Related Bodies Corporate	Has the meaning given to that term in the Corporations Act.
Section	A section of this Prospectus.
Securities	The securities of the Company within the meaning of section 761A of the Corporations Act and includes a Share and an Option.
Share	A fully-paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
Share Registry	The Company's Share Registry, Automic Registry Services.
Vendor	Gerard Private Holdings (Finance) Pty Ltd (ACN 603 283 085).
WST	Western Standard Time, being the time in Perth, Western Australia.