



WHL ENERGY LIMITED

Financial Services Guide and Independent Expert's Report

7 December 2016

We have concluded that the Proposed Transaction is Not Fair but Reasonable

FINANCIAL SERVICES GUIDE

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In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the financial services that we will be providing you under our Australian Financial Services Licence, Licence No 255847;
- remuneration that we and/or our staff and any associates receive in connection with the financial services that we will be providing to you;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

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We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

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You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

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A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service ("FOS"). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website or by contacting them directly via the details set out below.

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Toll Free: 1300 78 08 08
Facsimile: (03) 9613 6399
Email: info@fos.org.au

Contact Details

You may contact us using the details set out at the top of our letterhead on page 1 of this report.

CONTENTS

1.	Introduction	5
2.	Summary and Conclusion	7
3.	Summary of the Proposed Transaction	9
4.	Scope of the Report.....	12
5.	Profile of WHL Energy Limited	13
6.	Profile of Quantify Technology Ltd	18
7.	Valuation Approach	21
8.	Valuation of WHL Energy Limited Prior to the Proposed Transaction	24
9.	Valuation of WHL Following to the Proposed Transaction	28
10.	Is the Proposed Transaction Fair to WHL Shareholders?	31
11.	Is the Proposed Transaction Reasonable?	32

TABLE OF APPENDICES

A.	Declarations and Disclaimers	36
B.	Sources of Information.....	37
C.	Glossary of Terms	38
D.	Essential Resolutions	40
E.	ASX listed internet of things companies	43

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7 December 2016
The Directors
WHL Energy Limited
Ground Floor, 22 Delhi Street
West Perth, WA, 6005

Dear Directors

INDEPENDENT EXPERT'S REPORT ("REPORT")

1. Introduction

- 1.1 This Independent Expert's Report (the "Report" or "IER") has been prepared to accompany an Addendum to the Notice of Annual General Meeting and Explanatory Statement ("Notice"). The Addendum is to be provided to shareholders in relation to the proposed reconvening of the Annual General Meeting of WHL Energy Limited ("WHL" or "the Company") to be held on or around 22 December 2016, at which shareholder approval will be sought for (among other things) the acquisition of 100% of the issued capital of Quantify Technology Ltd ("Quantify").
- 1.2 As consideration for Quantify, WHL will issue up to 250,000,000 ordinary Shares, up to 120,000,000 Performance Shares and up to 61,325,622 options plus WHL will issue a number of additional securities as detailed in Section 3 ("Proposed Transaction").
- 1.3 WHL will undertake a capital raising of up to \$5 million (\$3.5 million minimum) to fund the Proposed Transaction, continue investment into research and development and provide working capital.
- 1.4 The Directors of the Company have requested that RSM Corporate Australia Pty Ltd ("RSM"), being independent and qualified for the purpose, express an opinion as to whether the Proposed Transaction is fair and reasonable to shareholders not associated with the Proposed Transaction ("Non-Associated Shareholders").
- 1.5 The request for approval of the Proposed Transaction is included as Resolution 5 in the Notice. Resolution 5 is subject to the approval of Resolutions 7 and 11 to 25 inclusive, in the Notice. We have restated these and other essential resolutions ("Essential Resolutions") in Appendix D.
- 1.6 Whilst we have only been requested to provide an opinion on whether Resolution 5 is fair and reasonable to Non-Associated Shareholders, Resolutions 7 and 11 to 25 are interdependent on each other and therefore, Resolution 5 cannot be approved without Resolutions 7 and 11 to 25 being approved and, as such, we consider in substance Resolutions 7 and 11 to 25 to be part of the same transaction. On this basis, we have assessed whether Resolution 5 is fair and reasonable to Non-Associated Shareholders through evaluating

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whether the Proposed Transaction as a whole, comprising Resolutions 7 and 11 to 25 ("the Proposed Transaction") are fair and reasonable to the Non-Associated Shareholders. We have restated Resolutions 5, 7 and 11 to 25 in Appendix D.

- 1.7 The ultimate decision whether to approve the Proposed Transaction should be based on each Shareholder's assessment of their circumstances, including their risk profile, liquidity preference, tax position and expectations as to value and future market conditions. If in doubt as to the action they should take with regard to the Proposed Transaction, or the matters dealt with in this Report, Shareholders should seek independent professional advice.

2. Summary and Conclusion

Opinion

- 2.1 In our opinion, and for the reasons set out in Sections 0 and 11 of this Report, the Proposed Transaction is not fair but reasonable to the Non-Associated Shareholders of WHL.

Approach

- 2.2 In assessing whether the Proposed Transaction is fair and reasonable to the Non-Associated Shareholders, we have considered Australian Securities and Investment Commission (“ASIC”) Regulatory Guide 111 – *Content of Expert Reports* (“RG 111”), which provides specific guidance as to how an expert is to appraise transactions.
- 2.3 The Proposed Transaction is being undertaken by way of separate takeover bids for all of Quantify’s ordinary shares and ordinary option on issue. Therefore we have considered whether or not the Proposed Transaction is “fair” to the Non-Associated Shareholders by assessing and comparing:
- The Fair Value of a share in WHL on a control basis pre the Proposed Transaction; with
 - The Fair Value of a share in WHL on a non-control basis immediately post completion of the Proposed Transaction,

and, considered whether the Proposed Transaction is “reasonable” to the Non-Associated Shareholders by undertaking an analysis of the other factors relating to the Proposed Transaction which are likely to be relevant to the Non-Associated Shareholders in their decision of whether or not to approve the Proposed Transaction.

- 2.4 Further information of the approach we have employed in assessing whether the Proposed Transaction is “fair and reasonable” is set out at Section 4 of this Report.

Fairness

- 2.5 Our assessed values of a WHL share prior to and immediately after the Proposed Transaction are summarised in the table and figure below.

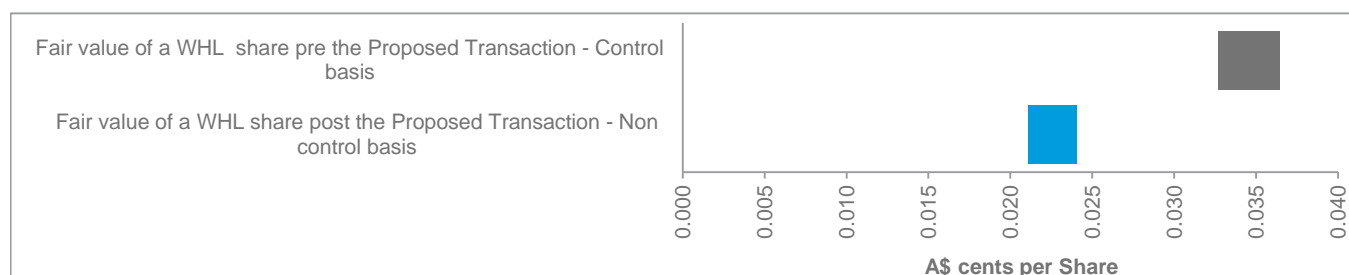
Table 1 Assessed values of a WHL share pre and post the Proposed Transaction

Assessment of fairness	Ref	Value per Share	
		Low	High
Fair value of a WHL share pre the Proposed Transaction - Control basis	Section 8	\$0.033	\$0.036
Fair value of a WHL share post the Proposed Transaction - Non control basis	Section 9	\$0.021	\$0.024

Source: RSM analysis

2.6 We have summarised the values included in the table above in the chart below.

Figure 1 WHL Share Valuation graphical representation



Source: RSM analysis

2.7 The chart above indicates that the range of values post the Proposed Transaction are lower than the range of values pre the Proposed Transaction.

2.8 In accordance with the guidance set out in ASIC RG 111, and in the absence of any other relevant information, we consider the Proposed Transaction to be not fair to the Non-Associated Shareholders of WHL.

Reasonableness

2.9 RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the offer closes. As such, we have also considered the following factors in relation to the reasonableness aspects of the Proposed Transaction:

- The future prospects of the Company if the Proposed Transaction does not proceed; and
- Any other commercial advantages and disadvantages to the Non-Associated Shareholders as a consequence of the Proposed Transaction proceeding.

2.10 If the Proposed Transaction does not proceed the board will continue to seek alternative assets or businesses to add value to shareholders.

2.11 The key advantages of the Proposed transaction are:

- The Company will be exposed to a new industry with growth potential and speculative value;
- Liquidity and consistency in trading in WHL shares may improve; and
- Potential to reduce any adverse impact of the recent share consolidation.

2.12 The key disadvantages of the Proposed Transaction are:

- Change in nature and scale of activities;
- The Non-Associated Shareholders' interests in the Company will be significantly diluted; and
- Mr Lapins will have significant influence over resolutions put to shareholders.

2.13 We are not aware of any alternative proposals which may provide a greater benefit to the Non-Associated Shareholders of WHL at this time.

2.14 In our opinion, the position of the Non-Associated Shareholders of WHL if the Proposed Transaction is approved, is more advantageous than if the Proposed Transaction is not approved. Therefore, in the absence of any other relevant information and/or a superior offer, we consider that the Proposed Transaction is **reasonable** for the Non-Associated Shareholders of WHL.

3. Summary of the Proposed Transaction

Overview

- 3.1 On 12 September 2016 the Company announced that it had entered into a merger implementation agreement (“MIA”) under which it would seek to acquire 100% of the issued securities of Quantify Technology Ltd, an unlisted Australian public company.
- 3.2 The terms of the MIA include the following issues of WHL securities on a post consolidation basis:

Table 2 Summary of security issues as a result of the Proposed Transaction

Security Holder	Ref:	Shares	Performance Shares	Options
Quantify security holders				
Ordinary shareholders	3.3	250,000,000	120,000,000	
Optionholders	3.4			61,325,622
Class A and B performance shareholders	3.5		30,000,000	
Quantify employees	3.6			6,910,543
Class C shareholders	3.7	11,826,787		
New security holders				
Convertible loanholders	3.8	10,833,333		
Corporate advisors	3.9			8,747,626
Performance Rights Plan	3.10		12,500,000	
Broker options	3.11			5,000,000
Capital raising	3.12	58,333,333		
Total		330,993,453	162,500,000	81,983,791

Source: MIA and NoM

- 3.3 WHL will issue 250 million shares and 120 million performance shares to current Quantify ordinary shareholders. The performance shares have the following terms:
1. One quarter of the performance shares will convert upon certification by a recognised and accredited Australian testing facility of Quantify's retrofittable wall switch and power outlet and Quantify receives committed orders for \$3 million within 18 months of the quotation date;
 2. One quarter of the performance shares will convert upon certification by a recognised and accredited Australian testing facility for the wireless communication module installed in Quantify's retrofittable wall switch and power outlet and Quantify receives committed orders for \$5 million within 30 months of the quotation date;
 3. One quarter of the performance shares will convert upon Quantify receiving committed orders for \$10 million within 42 months of the quotation date; and
 4. One quarter of the performance shares will convert upon Quantify receiving committed orders for \$15 million within 54 months of the quotation date.
- 3.4 WHL will issue 61,325,622 options to existing Quantify optionholders (“Bid Options”). The terms of the options include an exercise price of \$0.075 per share and an expiry date of 30 September 2019.

- 3.5 Quantify has a number of Class A and B performance shares on issues. WHL will issue performance shares to the existing Quantify Class A and B performance shareholder ("Founder Performance Shares"). The Founder Performance Shares have the following terms (being materially the same as the terms of the Class A and B performance shares they are to replace):
1. One half of the Founder Performance Shares will convert upon certification by a recognised and accredited Australian testing facility of Quantify's retrofittable wall switch and power outlet; and
 2. One half of the Founder Performance Shares will convert upon certification by a recognised and accredited Australian testing facility for the wireless communication module installed in Quantify's retrofittable wall switch and power outlet.
- 3.6 WHL will issue 6,910,543 options to replace existing employee options held by Quantify employees. The terms of the options include an exercise price of \$0.075 per share and an expiry date of 30 September 2019 ("EOP Options").
- 3.7 11,826,787 WHL shares will be issued to advisors for corporate services provided to Quantify.
- 3.8 Quantify has the capacity to issue up to a total of \$650,000 in convertible loans to investors other than WHL. Any convertible loans on issue will be converted to shares in WHL upon completion of the Proposed Transaction, subject a limit of 10,833,333 WHL shares.
- 3.9 WHL will issue 8,747,626 options to advisors. The terms of the options include an exercise price of \$0.09 per share and an expiry date of 30 September 2019 ("Advisor Options").
- 3.10 WHL will issue 12.5 million performance rights, half to Mr Lapins and half to Aidan Montague.
- 3.11 WHL will issue up to 5 million options to brokers who assist in raising capital for the Company. The terms of the options include an exercise price of \$0.075 per share and an expiry date of 30 September 2019 ("Broker Options").
- 3.12 In connection with the Proposed Transaction WHL will seek to undertake a capital raising by issuing a minimum of 58,333,333 Shares (a maximum of 83,333,333) to raise at least \$3.5 million at an issue price of \$0.06 per Share (on a post-Consolidation basis) ("Capital Raising").
- 3.13 WHL will pay Mr Lapins \$500,000 upon completion of the Proposed Transaction to extinguish a loan made to Quantify.

Key conditions of the Proposed Transaction

- 3.14 Completion of the Proposed Acquisition is subject to and conditional upon a number of conditions precedent, including:
- Completion of the Share Consolidation (which has been approved but is yet to take effect), Capital Raising and issue of Founder Performance Shares;
 - Appointment of three nominees of Quantify to the WHL Board, with the existing Directors to resign;
 - Change of the Company's name to "Quantify Technology Holdings Limited"; and
 - Conditional listing approval being received from the ASX and re-compliance with chapters 1 and 2 of the ASX listing rules.

Rationale for the Proposed Transaction

- 3.15 WHL could be considered a shell company and the Proposed Transaction could potentially provide investors with greater returns than currently on offer.

Impact of Proposed Transaction on WHL's Capital Structure

3.16 The table below sets out a summary of the capital structure of WHL prior to and post the Proposed Transaction and captures all shares, performance shares and options that will be on issue as a result of completion of the Proposed Transaction.

Table 3 Share structure of WHL pre and post the Proposed Transaction

Prior to Proposed Transaction			Post Proposed Transaction			
			Minimum Capital Raising		Maximum Capital Raising	
Shares on issue:						
Non-Associated Shareholders	5,564,983,246	N/A	5,564,983,246	N/A	5,564,983,246	N/A
Share Consolidation (1:83)	(5,497,935,255)	N/A	(5,497,935,255)	N/A	(5,497,935,255)	N/A
Post-Consolidation Shares on issue	67,047,991	100%	67,047,991	17%	67,047,991	16%
Quantify Shareholders	-	0.0%	250,000,000	63%	250,000,000	59%
Acquisition of Quantify Shares (Class C)	-	0.0%	11,826,787	3%	11,826,787	3%
Conversion of Quantify Convertible Loans	-	0.0%	10,833,333	3%	10,833,333	3%
Capital Raising	-	0.0%	58,333,333	15%	83,333,333	20%
Total undiluted Shares on issue	67,047,991	100%	398,041,444	100%	423,041,444	100%
Options, Performance Shares & Convertible Securities:						
Non-Associated Option holders	11,822,889	100%	11,822,889	5%	11,822,889	5%
Quantify Option holders	-	0%	68,236,165	27%	68,236,165	27%
Advisor and Broker Options	-	0%	12,247,626	5%	13,747,626	5%
Performance Shares	-	0%	150,000,000	59%	150,000,000	59%
Performance Rights	-	0%	12,500,000	5%	12,500,000	5%
Total options on issue	11,822,889	100%	256,306,680	100%	256,306,680	100%
Fully diluted position:						
Non-Associated Securityholders	78,870,880	100%	78,870,880	12%	78,870,880	12%
New shareholders	-	0%	330,993,453	51%	355,993,453	52%
Option, performance shares and convertible securities	-	0%	244,483,791	37%	244,483,791	36%
Total diluted Shares on issue	78,870,880	100%	654,348,124	100%	679,348,124	100%

Source: Company Estimates

3.17 The table indicates that existing shareholders will have their interests diluted immediately from 100% to 16% or 17%. This interest would be diluted to 11% or 12% (depending on whether the minimum or maximum Capital Raise is completed) if all of the new performance shares and options were exercised.

3.18 Mr Lapins will receive 112,079,001 WHL shares in accordance with the Proposed Transaction. This reflects an interest of between 26.5% and 28.2% based on the maximum and minimum capital raisings, respectively. In addition, Mr Lapins will receive 5,119,000 options and 53,801,000 Performance Shares and 30,000,000 Founder Performance Shares. If all options and performance shares were converted to ordinary shares, then Mr Lapins' interest in WHL would increase to between 29.5% and 30.7%.

4. Scope of the Report

Corporations Act

- 4.1 We have been instructed by the Company that, while there is no regulatory requirement for our report, the Australian Securities and Investments Commission (“ASIC”) has requested that the Company obtain our Report as best practice given the Proposed Transaction is in the form of a reverse takeover (as Quantify security holders will, as a group, acquire more than 50% of WHL’s issued shares on completion).

Basis of Evaluation

- 4.2 In determining whether the Proposed Transaction is “fair and reasonable” we have given regard to the views expressed by the ASIC in RG 111.
- 4.3 RG 111 provides ASIC’s views on how an expert can help security holders make informed decisions about transactions. Specifically it gives guidance to experts on how to evaluate whether or not a proposed transaction is fair and reasonable.
- 4.4 RG 111 states that the expert’s report should focus on:
- the issues facing the security holders for whom the report is being prepared; and
 - the substance of the transaction rather than the legal mechanism used to achieve it.
- 4.5 Given the interdependency of the Proposed Transaction on the approval of the Essential Resolutions, we have considered the impact on Non-Associated Shareholders of the broader transaction including the Essential Resolutions.
- 4.6 RG 111 states that the expert’s assessment of fair and reasonable should not be applied on a composite test – that is, there should be a separate assessment of whether the transaction is “fair and reasonable”.
- 4.7 Consistent with the guidelines in RG 111, in assessing whether the Proposed Transaction is fair and reasonable to the Non-Associated Shareholders, the analysis undertaken is as follows:
- Whether the value of a WHL share prior to implementation of the Proposed Transaction (on a control basis) is less than the value of a WHL share following implementation of the Proposed Transaction (on a non-control basis) - fairness; and
 - A review of other significant factors which Non-Associated Shareholders might consider prior to approving the Proposed Transaction - reasonableness.
- 4.8 The other significant factors to be considered include:
- The future prospects of the Company if the Proposed Transaction does not proceed; and
 - Any other commercial advantages and disadvantages to the Non-Associated Shareholders as a consequence of the Proposed Transaction proceeding.
- 4.9 Our assessment of the Proposed Transaction is based on economic, market and other conditions prevailing at the date of this report.

5. Profile of WHL Energy Limited

Background

- 5.1 WHL is listed on the ASX. It is an oil and gas exploration company but has recently entered into a conditional agreement to dispose of its only remaining oil and gas asset in return for a royalty. As such, WHL could now be considered a listed shell.
- 5.2 The Company had \$1.9 million in cash as at 30 September 2016 and a market capitalisation prior to its shares being suspended (11 September 2016) of \$5.6 million.

Directors and management

- 5.3 The directors and key management of WHL are summarised in the table below.

Table 4 WHL Directors

Name	Title	Experience
Mr Gary Castledine	Non-Executive Chairman	Mr Castledine has over 20 years' experience in stockbroking and capital markets. He was previously a founding director and the Head of Corporate with a Perth, Western Australia based specialist boutique securities dealer and corporate advisory firm. Mr Castledine is currently specialising in corporate finance with boutique investment banking and corporate advisory firm Westar Capital Ltd. Mr Castledine's experience has enabled him to gather an extensive suite of clients in a corporate advisory role which has seen him involved in many capital raisings and IPO's across a spectrum of industries. He is currently a member of the Stockbrokers Association of Australia.
Mr Neville Bassett	Non-Executive Director	Mr Bassett is a Chartered Accountant operating his own corporate consulting business, specialising in the area of corporate, financial and management advisory services. Mr Bassett has been involved with numerous public company listings and capital raisings. His involvement in the corporate arena has also taken in mergers and acquisitions, and includes significant knowledge and exposure to the Australian financial markets. Mr Bassett has experience in matters pertaining to the Corporations Act, ASX listing requirements, corporate taxation and finance. He is a director or company secretary of a number of public and private companies.
Mr Faldi Ismail	Non-Executive Director	Mr Ismail is an experienced corporate advisor who specialises in the restructure and recapitalisation of a wide range of ASX-listed companies. He has many years of investment banking experience and has advised on numerous cross border transactions including capital raisings, structuring of acquisitions and joint ventures overseas. Mr Ismail is also the founder and operator of Otsana Capital, a boutique advisory firm specialising in mergers & acquisitions, capital raisings and Initial Public Offerings.

Source: Company

Financial Information of WHL

- 5.4 The financial information below provides summaries of the audited financial performance of WHL for the years ended 30 June 2015 and 30 June 2016. We note that the auditor issued an unqualified opinion on the financial statements of WHL for the year ended 30 June 2016.

Financial Performance

- 5.5 The following table sets out a summary of the financial performance of WHL for the years' ended 30 June 2015 and 30 June 2016.

Table 5 WHL Historical Financial Performance

\$	Ref.	Year ended 30-Jun-16 Audited	Year ended 30-Jun-15 Audited
Revenue from operations		43,896	1,071,067
Operating expenses		(5,496,258)	(2,711,229)
Finance costs		(1,134,866)	(1,540,856)
Loss before financing costs, transaction expenses and taxes		(6,587,228)	(3,181,018)
Loss from discontinued operations	5.6	(23,885,029)	-
Exchange differences on translating foreign operations		(221,327)	2,959,940
Loss before income tax expense		(30,693,584)	(221,078)
Income tax expense		-	-
Loss for the period		(30,693,584)	(221,078)

Source: Company Financials

- 5.6 WHL repositioned its business during FY16 to dispose of its oil and gas assets and focus on acquiring alternative assets. As such, the Company recognised a loss from discontinued operations, being its oil and gas activities, during FY16 as a result of disposal or relinquishment of its assets.

Financial Position

5.7 The table below sets out a summary of the financial position of WHL as at 30 June 2015 and 2016.

Figure 2 WHL Historical Financial Position

\$	Ref.	30-Jun-16 Audited	30-Jun-15 Audited
ASSETS			
Cash and cash equivalents	5.8	2,104,361	1,230,069
Trade and other receivables		51,512	355,833
Total current assets		2,155,873	1,585,902
Plant and equipment	5.9	-	146,426
Deferred exploration expenditure	5.9	-	27,757,099
Total non-current assets		-	27,903,525
Total assets		2,155,873	29,489,427
LIABILITIES			
Trade and other payables		293,636	1,084,602
Borrowings	5.9	-	2,009,367
Current tax liabilities	5.9	-	303,376
Provisions	5.9	-	83,976
Total current liabilities		293,636	3,481,321
Total liabilities		293,636	3,481,321
Net assets / (liabilities)		1,862,237	26,008,106
EQUITY			
Issued capital		67,907,710	63,178,063
Reserves		7,082,852	5,486,111
Accumulated losses		(73,128,325)	(42,656,068)
Total equity		1,862,237	26,008,106

Source: Company Financials

5.8 WHL had cash of \$2.1 million as at 30 June 2016. Cash is the only significant asset held by WHL.

5.9 Following a decision by the WHL Board to reposition the Company and pursue alternative assets, there were a number of assets and liabilities that were written down, sold or relinquished during the year ended 30 June 2016 so that WHL could be presented as a “clean” shell.

Capital Structure

5.10 WHL has 5.6 million ordinary shares on issue. The top 20 shareholders of WHL as at 8 November 2016 are set out below.

Table 6 WHL Top 20 shareholders

Rank	Name	Total Units	% Issued Share Capital
1	Zero Nominees Pty Ltd	200,000,000	3.6%
2	Greywood Holdings Pty Ltd	153,000,000	2.7%
3	Jetmax Trading Pty Ltd	148,260,650	2.7%
4	Zerrin Investments Pty Ltd	140,000,000	2.5%
5	Peterlyn Pty Ltd	120,000,000	2.2%
6	Westview Investments Pty Ltd	115,000,000	2.1%
7	AH Super Pty Ltd	100,000,000	1.8%
8	Jetmax Assets Pty Ltd	100,000,000	1.8%
9	Richsham Nominees Pty Ltd	100,000,000	1.8%
10	Alitime Nominees Pty Ltd	100,000,000	1.8%
11	Chelsea Investments (WA) Pty Ltd	100,000,000	1.8%
12	Scintilla Strategic Investments Ltd	70,000,000	1.3%
13	Mr Rodney Wellstead	64,925,000	1.2%
14	Mr Ashley Polwart	64,478,740	1.2%
15	Bobstan Investments Pty Ltd	60,000,000	1.1%
16	LAPJ Nominees Pty Ltd	56,000,000	1.0%
17	Moltoni Super Pty Ltd	56,000,000	1.0%
18	Mr Keith Bowder & Mrs Nyssa Bowder	50,000,000	0.9%
19	Kobia Holdings Pty Ltd	50,000,000	0.9%
20	Pulner Pty Ltd	50,000,000	0.9%
Total Top 20 Shareholding		1,897,664,390	34.1%
Others		3,667,318,856	65.9%
Total issued capital		5,564,983,246	100.0%

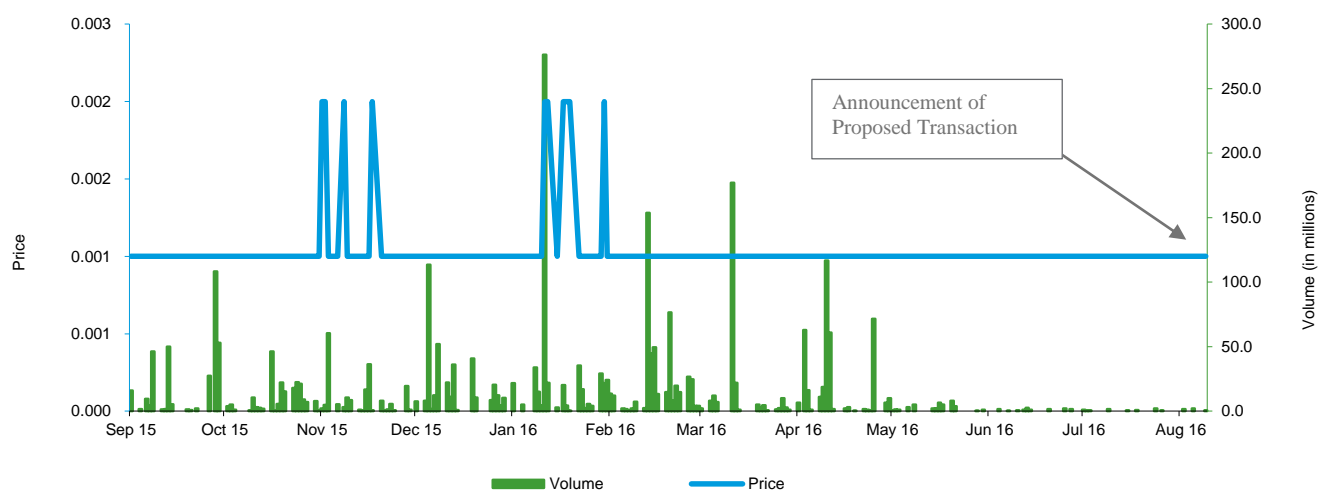
Source: Company

5.11 The table above indicates a significant spread of shareholders with no single shareholder having an interest in excess of 5%.

Share price performance

5.12 The figure below sets out a summary of WHL closing share prices and traded volumes for the 12 months to 11 September 2016.

Figure 3 WHL daily closing share price and traded volumes



Source: S&P Capital IQ/ ASX

- 5.13 Although WHL's shares were not suspended until 11 September 2016, we note that there were no shares traded in WHL from 19 August 2016.
- 5.14 In the 12 months period to 11 September 2016, WHL shares traded between \$0.001 and \$0.002, predominantly closing at \$0.001. We note that \$0.001 is the lowest price that a share can trade on the ASX.
- 5.15 The regularity of shares traded is thin, however, we note that there are significant spikes in trading. There are no observable explanations for these spikes in trading.
- 5.16 WHL share price performance is discussed in more detail at Paragraph 8.7.

6. Profile of Quantify Technology Ltd

Background

- 6.1 Quantify was incorporated on 17 September 2012, however, it did not acquire the intangible assets it currently holds until February 2015. Prior to the acquisition by Quantify, the intangible assets were being developed by Mr Lapins and his associated entities. Prior to the acquisition of the intangible assets, Quantify was a dormant shell company.

The Technology

- 6.2 Quantify's intangible assets comprise products and technologies that wirelessly connect household devices and controls using existing wiring within a building. The technology is being developed to allow various monitoring capabilities from controls throughout a building. Quantify's current focus is on developing wirelessly connected light switches and power outlets and a secure platform aiming to create an intelligent building solution. The device is called a "Q Device". The Q Device's first feature set will enable the device to monitor electricity, temperature, humidity and movement (among other things), automate certain functions and provide connectivity to a distributed platform for control of the system. As such, by replacing light switches and general power outlets (GPOs) with Q Devices, consumers will be able to monitor, manage and control specific activities or functions throughout their building.
- 6.3 Quantify's products are designed to be retrofittable and scalable. This means that they can be installed in existing buildings and each device can be modified or upgraded as technologies and developments allow or require. The technology can also be applied to communicate with potentially any building electrical/electronic appliance. Quantify's technology communicates based on open-standards and will publish Application Program Interfaces (APIs) for intercommunication with third party products and platforms. This may require third party manufacturers to adopt the technology developed by Quantify or allow Quantify access to third party manufacturer technology to integrate with the Quantify technology.
- 6.4 Quantify's platform development model aims to avoid dependence on any one operating system or device. This means that it should be more flexible than other technologies designed to work on a single operating system or ecosystem. The complete solution is designed to be modular and easily updateable wirelessly. Quantify will be able to adapt to changing technologies and offer wireless updates to its products more readily than other technologies.
- 6.5 Quantify's hardware platform is designed to be modular allowing for upgrades to support new technologies and functionality upgrades. The technology encompasses an AC Controller which contains all the high-voltage AC components, a user replaceable fascia (for example, a digital enabled light dimmer) and a user interchangeable feature card that plugs into the AC Controller providing the computing power and processing to enable the advanced features of the product.
- 6.6 It is important to note that the technology is in the final stages of its commercialisation strategy, with the user interchangeable fascia and user interchangeable feature card for the Q Device having been tooled, ready for mass production and subject to final compliance and certification. There are two mechanical formats of the AC Controller, one format replacing light switches and one replacing general power outlets. The light switch format has been tooled and is ready for mass production, the general power outlet format is undergoing pre-production testing and is expected to be released to production in the first quarter of the calendar year 2017. The full suite of functionality will require additional research and development investment.
- 6.7 The Q Device requires regulatory compliance and certification before it can be sold. However, Quantify has demonstrated the product and is currently marketing the product for use by potential customers and intends to deliver commercial product in 2017. Further, the company has entered into a non-commercial agreement to provide the product to a proposed resort and residential development in Wallaroo, South Australia with up to 1,000 dwellings. This indicates that there is current demand for the product.

Directors and management

6.8 The directors Quantify proposes to nominate to the Board of WHL are summarised in the table below.

Table 7 WHL Directors

Name	Title	Experience
Mr Mark Lapins	Managing Director	Mark is an innovator in the field of Internet Protocol and large scale network communications technology and solutions. He experienced in the technology sector, having successfully built up and sold two technology companies previously, one of which was acquired by global company Schneider Electric in 2008.
Mr Aidan Montague	Chairman and Executive Director	Aidan has more than 25 years' experience of sales and marketing in the technology and internet space. Aidan has held senior roles with Cisco internationally.
Mr Alex Paor	Non-Executive Director	Alex is a lawyer with expertise in corporate governance and extensive business experience. He started his own legal practice in Adelaide in 1975 and operated exclusively in corporate and commercial areas of the law for nearly 30 years serving as managing partner of major South Australian and National Law firms. Alex is a partner of the Adelaide-based legal practice Paor Law and CEO of International property developer Monopoly Property Group Pty Ltd.

Source: Company

Financial Information of Quantify

6.9 The financial information below provides summaries of the audited financial performance of Quantify for the years ended 30 June 2015 and 30 June 2016. We note that the auditor issued an unqualified opinion on the financial statements of Quantify for the year ended 30 June 2016.

Financial Performance

6.10 The following table sets out a summary of the financial performance of Quantify for the years' ended 30 June 2015 and 30 June 2016.

Table 8 Quantify Historical Financial Performance

	30-Jun-16 Audited	30-Jun-15 Audited
Other income	13,407	54
Administration and corporate	(1,152,943)	(34,376)
Employee benefits	(1,254,309)	-
Marketing	(436,446)	(25,865)
Occupancy costs	(107,058)	-
Travel	(158,675)	(2,354)
Depreciation	(11,098)	-
Operating profit / (loss) before tax	(3,107,122)	(62,541)

Source: Company Financials

6.11 Quantify acquired its technology in FY15, as such, there was very little activity in the company prior to FY16.

6.12 The majority of expenditure was committed to administration and employee costs. We note that Quantify capitalises its development costs.

Financial Position

6.13 The table below sets out a summary of the financial position of Quantify as at 30 June 2015 and 2016.

Figure 4 Quantify Historical Financial Position

	Ref	30-Jun-16 Audited	30-Jun-15 Audited
ASSETS			
Cash and bank balances	6.14	950,977	299,309
Trade and other receivables		377,249	6,941
Total current assets		1,328,226	306,250
Trade and other receivables		28,409	-
Plant & equipment		72,763	2,097
Intangible assets	6.15	6,298,007	5,604,490
Total non-current assets		6,399,179	5,606,587
Total assets		7,727,405	5,912,837
LIABILITIES			
Trade and other payables		513,240	426,498
Employee provisions		74,418	-
Total current liabilities		587,658	426,498
Borrowings	6.16	526,042	598,799
Total non-current liabilities		526,042	598,799
Total Liabilities		1,113,700	1,025,297
Net Assets		6,613,705	4,887,540
EQUITY			
Issued capital		9,592,781	4,950,081
Share based payment reserve		190,587	-
Accumulated losses		(3,169,663)	(62,541)
Total equity		6,613,705	4,887,540

Source: Company Financials

- 6.14 Quantify undertook a number of capital raisings during FY16. The funds were used for working capital and to develop its technology.
- 6.15 The value of intangible assets as at 30 June 2015 reflects Quantify's purchase of its current technology. The increase in value of intangible assets as at 30 June 2016 reflects costs incurred in developing the technology.
- 6.16 Borrowings consist of loans from Cuda. We note that this amount will be repaid upon completion of the Proposed Transaction.

7. Valuation Approach

Valuation methodologies

- 7.1 In assessing the Fair Value of an ordinary WHL share prior to and immediately following the Proposed Transactions, we have considered a range of valuation methodologies. RG 111 proposes that it is generally appropriate for an expert to consider using the following methodologies:
- the discounted cash flow (“DCF”) method and the estimated realisable value of any surplus assets;
 - the application of earnings multiples to the estimated future maintainable earnings or cash flows added to the estimated realisable value of any surplus assets;
 - the amount which would be available for distribution on an orderly realisation of assets;
 - the quoted price for listed securities; and
 - any recent genuine offers received.
- 7.2 We consider that the valuation methodologies proposed by RG 111 can be split into three valuation methodology categories, as follows.

Market based methods

- 7.3 Market based methods estimate the Fair Value by considering the market value of a company’s securities or the market value of comparable companies. Market based methods include;
- The quoted price for listed securities; and
 - Industry specific methods.
- 7.4 The recent quoted price for listed securities method provides evidence of the fair market value of a company’s securities where they are publicly traded in an informed and liquid market.
- 7.5 Industry specific methods usually involve the use of industry rules of thumb to estimate the fair market value of a company and its securities. Generally rules of thumb provide less persuasive evidence of the fair market value of a company than other market based valuation methods because they may not account for company specific risks and factors.

Income based methods

- 7.6 Income based methods estimate value by calculating the present value of a company’s estimated future stream of earnings or cash flows. Income based methods include:
- Capitalisation of maintainable earnings; and
 - Discounted cash flow methods.
- 7.7 The capitalisation of earnings methodology is generally considered a short form DCF, where an estimation of the Future Maintainable Earnings (“FME”) of the business, rather than a stream of cash flows is capitalised based on an appropriate capitalisation multiple. Multiples are derived from the analysis of transactions involving comparable companies and the trading multiples of comparable companies on a securities exchange.
- 7.8 The DCF technique has a strong theoretical basis, valuing a business on the net present value of its future cash flows. It requires an analysis of future cash flows, the capital structure and costs of capital and an assessment of the residual value or the terminal value of the company’s cash flows at the end of the forecast

period. This method of valuation is appropriate when valuing companies where future cash flow projections can be made with a reasonable degree of confidence.

Asset based methods

- 7.9 Asset based methodologies estimate the Fair Value of a company's securities based on the realisable value of its identifiable net assets. Asset based methods include:
- orderly realisation of assets method;
 - liquidation of assets method; and
 - net assets on a going concern basis.
- 7.10 The value achievable in an orderly realisation of assets is estimated by determining the net realisable value of the assets of a company which would be distributed to security holders after payment of all liabilities, including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner. This technique is particularly appropriate for businesses with relatively high asset values compared to earnings and cash flows.
- 7.11 The liquidation of assets method is similar to the orderly realisation of assets method except the liquidation method assumes that the assets are sold in a shorter time frame. The liquidation of assets method will result in a value that is lower than the orderly realisation of assets method, and is appropriate for companies in financial distress or where a company is not valued on a going concern.
- 7.12 The net assets on a going concern method estimates the market values of the net assets of a company but unlike the orderly realisation of assets method it does not take into account realisation costs. Asset based methods are appropriate when companies are not profitable, a significant proportion of the company's assets are liquid, or for asset holding companies.

Selection of Valuation Methodologies

Valuation of a WHL share pre the Proposed Transaction (control basis)

- 7.13 In assessing the value of a WHL share prior to the Proposed Transaction we have utilised the sum of parts incorporating net assets value and a provision for the value in being considered a listed shell.
- 7.14 We have also utilised the quoted market price methodology as a secondary valuation methodology.
- 7.15 Our valuation methodologies were selected on the following basis:
- On 3 November 2016, WHL announced that it had entered into an agreement with Austral Exploration Pty Ltd for the disposal of exploration permit Vic/P67. This is the only exploration asset held by WHL. As such, WHL could be considered a shell company;
 - WHL's shares are listed on the ASX which means there is a regulated and observable market for its shares. However, consideration must be paid to adequate liquidity and activity in order to rely on the quoted market price method;
 - In our opinion, the DCF methodology cannot be used as future revenue and expenses cannot be forecast with sufficient reasonable basis to meet the requirements of RG111; and
 - The FME methodology is not appropriate as WHL does not have a history of profits.

Valuation of a WHL share post the Proposed Transaction (non-control basis)

- 7.16 In assessing the value of WHL post the Proposed Transaction, we have used the pre Proposed Transaction value and included the impact of the Proposed Transaction assuming it proceeds. In particular, we have made the following adjustments:
- Eliminated any value attributable to the shell company status of WHL;
 - Included the assessed value of Quantify's assets and liabilities (refer paragraph 7.18);
 - Included the cash raised as a result of the capital raising that is a condition of the Proposed Transaction;
 - Included any dilution from the issue of shares, including the impact of any convertible securities converting to shares in WHL as a result of the Proposed Transaction; and
 - Included specific costs associated with the Proposed Transaction.
- 7.17 We have then assessed the value of a WHL share post the Proposed Transaction on a non-controlling basis by adjusting for minority discount.
- 7.18 In assessing the value of Quantify we have utilised the net assets methodology. Our valuation methodology was selected on the following basis:
- Quantify is a start-up business which has not generated any operating revenue from its technology and incurred a net loss in every reporting period since its incorporation;
 - The market value of IP cannot be reliably measured given the early stages of operations.
 - In our opinion, the DCF methodology cannot be used as future revenue and expenses cannot be forecast with sufficient reasonable basis to meet the requirements of RG111; and
 - The FME methodology is not appropriate as Quantify does not have a history of profits.

8. Valuation of WHL Energy Limited Prior to the Proposed Transaction

- 8.1 As stated at paragraph 7.13 we have assessed the value of a WHL share prior to the Proposed Transaction on a sum of parts basis and have also considered the quoted price of its listed securities. In both valuations, we have included a premium for control.

Sum of Parts Valuation

- 8.2 We have assessed the value of a WHL Share on a control basis to be between approximately \$0.033 and \$0.036 per share (undiluted and on a consolidated basis), prior to the Proposed Transaction, based on the sum of parts valuation methodology, as summarised in the table below.

Table 9 Assessed Fair Value of a WHL Share

\$A	Ref	30-Jun-16	Low	High
Cash	8.4	2,104,361	1,935,000	1,935,000
Other assets and liabilities		(242,124)	(242,124)	(242,124)
Shell value	8.5		500,000	750,000
Net assets (sum of parts)		1,862,237	2,192,876	2,442,876
Number of Shares on issue at date of this Report	3.16		67,047,991	67,047,991
Value per share (undiluted)			\$0.033	\$0.036

- 8.3 Our assessment has been based on the net asset position of WHL as at 30 June 2016 of \$1.9 million as set out in the Company's financial statements. We have been advised that, except for adjustments noted below and normal operating costs, there has been no significant change in the net assets of WHL since 30 June 2016.

Cash at bank

- 8.4 We have adjusted the cash at bank balance to reflect the balance as reported in the cash flow statement included in the Appendix 5B released to the ASX for the quarter ended 30 September 2016.

Value of a listed shell

- 8.5 In considering the value of the listed shell we have reviewed similar recent transactions and the values attributed to shells by corporate advisors. We have also considered comparable dormant listed companies and concluded that the value of a shell is between \$0.50 million and \$0.75 million based on recent data and the financial position of the Company.

Other considerations

- 8.6 We note that WHL holds an exploration permit which covers an area located offshore Victoria. On 3 November 2016, WHL announced that it has entered into an agreement with Austral Exploration Pty Ltd ("Austral") to dispose of the permit. Under the agreement, WHL will be entitled to a royalty of 1% of sales gas revenue to a maximum value of \$7.5 million. Due to the uncertainty in realising any royalty revenue, we have not placed any value on the potential to receive royalty payments. We note that there is not a commercial discovery within the permit and the receipt of royalties would be dependent upon further successful drilling and development, which could take many years. Disposal of the permit will eliminate any further commitments by WHL to costs associated with the permit.

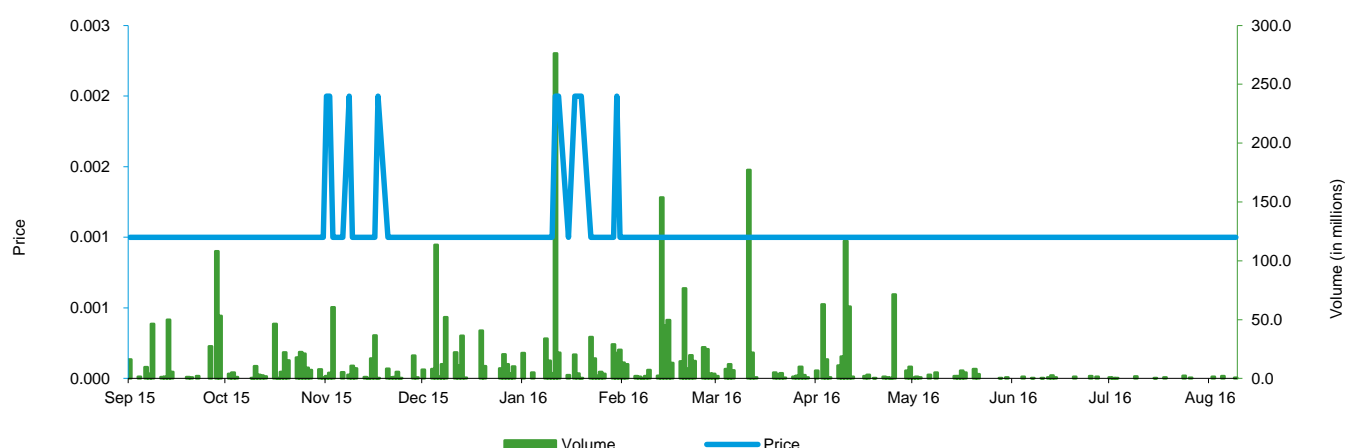
Quoted Price of Listed Securities (secondary method)

8.7 In order to provide a comparison and cross check to our sum of parts valuation of WHL, we have considered the recent quoted market price for WHL shares on the ASX prior to the announcement of the Proposed Transaction.

Analysis of recent trading in WHL Shares

8.8 The figure below sets out a summary of WHL's closing share price and volume of WHL Shares traded in the 12 months to 11 September 2016, the day prior to WHL's announcement of the Proposed Transaction and its suspension from official quotation on the ASX. We note that the data included in the table below is based on pre-consolidation share price.

Figure 5 WHL daily closing share price and traded volumes



Source: S&P Capital IQ/ ASX

8.9 During the 12 month period prior to the announcement of the proposed transaction, the volume of trading in WHL shares has been irregular. Typically, WHL shares do not trade in significant quantities, however, there have been six instances over the 12 month period where more than 100 million shares have traded. There are no announcements to explain the increase in volume in these given days.

8.10 We note that the last trade in WHL shares was on 19 August 2016.

8.11 WHL's shares have traded between \$0.001 and \$0.002 per share and have consistently closed at a price of \$0.001. It is not possible for a share to trade on the ASX at a price below \$0.001.

8.12 To provide further analysis of the quoted market prices for WHL's Shares, we have considered the VWAP over a number of trading day periods ending 11 September 2016. An analysis of the volume in trading in WHL's Shares for the 1, 10, 30, 60, 90, 180 and 360 day trading periods is set out in the table below:

Table 10 Traded volumes of WHL Shares to 11 September 2016

	1 Day	5 Day	10 Day	30 Day	60 Day	90 Day	120 Day	180 Day
VWAP	-	-	-	0.001	0.001	0.001	0.001	0.001
Total Volume (000's)	-	-	-	6,920	21,811	79,523	508,480	1,898,978
Total Volume as a % of Total Shares	0.00%	0.00%	0.00%	0.12%	0.39%	1.43%	9.14%	34.12%
Low Price	0.000	0.000	0.000	0.001	0.001	0.001	0.001	0.001
High Price	0.000	0.000	0.000	0.001	0.001	0.001	0.002	0.002

Source: S&P Capital IQ/ ASX

8.13 The table above indicates that WHL's shares were very thinly traded in the 90 days prior to 11 September 2016 and that the average volumes in the period 120 days and 180 days are significantly influenced by significant single day volumes.

Value of WHL Share on a non-control minority basis

8.14 In our opinion, the weighted average share price of WHL over the last 30 days is reflective of the underlying value of a WHL Share. As such, we consider a value of \$0.001 reflects the quoted market price valuation of a WHL Share on a minority basis prior to the Proposed Transaction.

Value of WHL Share on a control basis

8.15 Our valuation of a WHL Share, on the basis of the recent quoted market price including a premium for control is between \$0.0013 and \$0.0014 on a pre-consolidation basis and is between \$0.104 and \$0.112 on a post-consolidation basis, as summarised in the table below.

Table 11 Assessed value of an WHL Share – Quoted Price of Listed Securities

	Ref.	Low	High
30 day VWAP of a WHL share	8.14	\$0.001	\$0.001
Add premium for control	8.17	25%	35%
Quoted market price controlling value		\$0.0013	\$0.0014
Consolidation		1:83	1:83
Quoted market price controlling value (consolidated)		\$0.104	\$0.112

Source: RSM Analysis

Key Assumptions

Control Premium

- 8.16 The value derived at paragraph 8.15 is indicative of the value of a marketable parcel of shares assuming the Shareholder does not have control of WHL. RG 111.11 states that when considering the value of a company's Shares the expert should consider a premium for control. If the Proposed Transaction is successful, existing shareholder interest in WHL will be diluted to as little as 15.8% and Mr Lapins could hold an interest in WHL of as much as 34.2%. Therefore, as explained in Section 4, our assessment of the Fair Value of a WHL Share must include a premium for control.
- 8.17 In selecting a control premium we have given consideration to the RSM 2013 Control Premium Study and recent updates. The study performed an analysis of control premiums paid over a 7-year period to 31 December 2012 in 345 successful takeovers and schemes of arrangements of companies listed on the ASX and has undergone a number of internal updates. Our study concluded that, on average, control premiums in takeovers and schemes of arrangements involving Australian companies was in the range of 25% to 35%. In valuing an ordinary WHL Share prior to the Proposed Transaction using the quoted price of listed securities methodology we have reflected a premium for control in the range of 25% to 35%.

Valuation summary and conclusion

- 8.18 A summary of our assessed values of an ordinary WHL Share on a control basis pre the Proposed Transaction (on a consolidated basis), derived under the two methodologies, is set out in the table below.

Table 12 WHL Share valuation summary

	Ref.	Low	High
Sum of parts	8.2	\$0.033	\$0.036
Quoted market price	8.7	\$0.104	\$0.112
Preferred valuation		\$0.033	\$0.036

Source: RSM Analysis

- 8.19 In our opinion, we consider that the sum of parts valuation methodology provides a better indicator of the Fair Value of a WHL Share as we consider our analysis of the trading of WHL's Shares prior to the announcement of the Proposed Transaction indicates that the market for WHL's Shares is not deep enough to provide an assessment of their Fair Value via the quoted market price methodology. Further, we note that the value of a WHL share based on the quoted market price is limited to \$0.001 (or \$0.083 on a consolidated basis) as that is the lowest price that a share can trade on the ASX. If a share could be traded on the ASX at prices below \$0.001 (the equivalent of \$0.083 on a consolidated basis), it is possible that WHL's shares would have traded below this value as there were a large number of share trades at this price. In such a scenario, the value of a WHL share on a quoted market price basis could have been materially different. As such, we consider the quoted market price methodology to be an unreliable measure of the value of a WHL share.
- 8.20 Therefore, in our opinion, the Fair Value of a WHL Share prior to the Proposed Transaction is between \$0.033 and \$0.036 on a controlling, post-consolidation and undiluted basis.

9. Valuation of WHL Following to the Proposed Transaction

9.1 We summarise our valuation of a WHL share subsequent to the Proposed Transaction on a net assets on a going concern basis in the table below.

Table 13 Assessed value of WHL post the Proposed Transaction

	Ref.	Low	High
Sum of parts value of WHL prior to the Proposed Transaction	8.2	2,192,876	2,442,876
less attributed shell value	9.4	(500,000)	(750,000)
Value of Quantify:			
Tangible net assets	9.5	315,698	315,698
Conversion of convertible loans	9.5	508,137	508,137
Intellectual property	9.5	6,298,007	6,298,007
Other factors from the Proposed Transaction			
Repayment of the Cuda loan	1.1	(500,000)	(500,000)
Capital raising	9.14	3,500,000	5,000,000
Costs of the Proposed Transaction	9.14	(496,667)	(586,667)
Value of WHL (undiluted)		11,318,051	12,728,051
Number of Shares on issue prior to the Proposed Transaction	3.16	67,047,991	67,047,991
Shares issued under the Proposed Transaction	3.16	272,660,120	272,660,120
Shares issued under the capital raising	3.12	58,333,333	83,333,333
Total Shares post the Proposed Transaction		398,041,444	423,041,444
Value per Share		\$0.028	\$0.030
Discount for minority interest	9.15	\$(0.007)	\$(0.006)
Minority value per Share (undiluted)		\$0.021	\$0.024

Source: RSM Analysis

9.2 We consider that the minority value of a WHL Share post the Proposed Transaction is between \$0.021 and \$0.024 on a post-consolidation, undiluted basis and including the capital raising that is a condition precedent.

9.3 We have adjusted the net asset value and shares on issue of WHL for the following:

Value of a listed shell

9.4 The sum of parts value includes the value of WHL prior to the Proposed Transaction includes attributable shell value. In our opinion, shell value should not be considered in a scenario where the Board intends to operate and grow an existing business.

Value of Quantify

- 9.5 We have assessed the value of Quantify on a control basis to be between \$0.8 million and \$7.1 million based on the net asset methodology, as summarised in the table below:

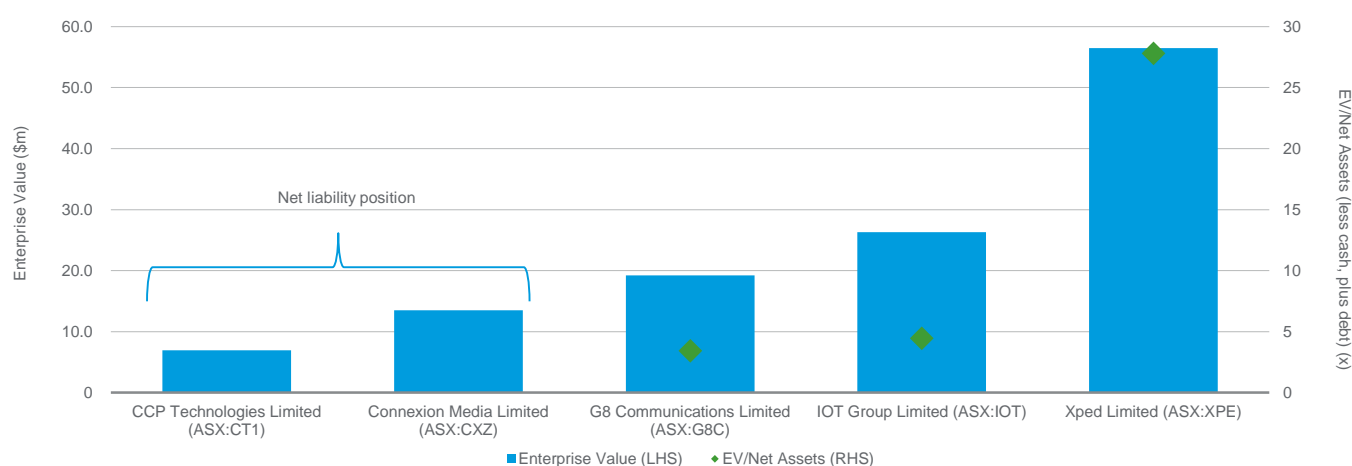
Table 14 Net asset value of Quantify

		Low \$	High \$
Value of Quantify:			
Tangible net assets	9.6	315,698	315,698
Elimination of Cuda loan upon completion of Proposed Transaction	9.6	508,137	508,137
Intangible assets	9.7	6,298,007	6,298,007
Total net asset value		7,121,842	7,121,842

Source: Quantify financial statements

- 9.6 The figures in the table above are based on the audited Statement of Financial Position as at 30 June 2016. We have been provided with management accounts to 31 October 2016 and note there has not been a material change in net assets.
- 9.7 As at 30 June 2016, Quantify had \$6.3 million of intangible assets on its balance sheet. The intangible assets consist of costs incurred in developing or purchasing software and intellectual property.
- 9.8 We have retained the book value of intangible assets as this represents the audited value of the intangible assets owned by Quantify. In our opinion, the value of the intangible assets is supported by other factors and should be considered an appropriate value on the assumption that it captures some value for the potential of the technology.
- 9.9 Quantify has undertaken a number of capital raisings over the last 12 months, with the most recent undertaken at \$0.06 per Quantify share. This would have placed a value of approximately \$14 million on 100% of the shares in Quantify.
- 9.10 We have also reviewed other ASX listed companies with exposure to the internet of things. We have set out the enterprise values of these ASX listed companies below. We note that these companies have little or no revenue and their technologies are also pre-commercial.

Figure 6 ASX Listed Companies Exposed to the Internet of Things



Source: CapitalIQ

- 9.11 Although the companies above cannot be considered comparable to Quantify due to significant differences in products and end users, they reflect the current market values attributed to companies with exposure to the internet of things or network enabled hardware. We note that the value of Quantify's intangible assets is lower than the enterprise values of the companies in the table.
- 9.12 We have included the multiple of enterprise value to net assets (less cash and plus debt) for each of the companies in the table. We note that, of the five companies, two had net liabilities (therefore no multiple) and the lowest multiple of the remaining three was 3.4 times net assets (less cash, plus debt). The highest multiple was 27.8 times but this company (Xped Limited) did not have any significant intangible assets on its balance sheet. This indicates that the businesses of the companies in the table have values that are at least 3 times the value of their net assets, inclusive of intangible assets.
- 9.13 Details of the companies included in the table above are set out in Appendix E.

Condition precedent capital raising

- 9.14 We have adjusted the net asset value of WHL post the Proposed Transaction by \$3.5 million (less \$496,667 for transaction and capital raising costs) and the 58,333,333 million WHL shares issued to reflect the minimum capital raising that is a condition precedent of the Proposed Transaction. We have assumed that this capital was raised at the issue price of \$0.06 per share (on a post-consolidation basis). We have also reflected the maximum capital raising in our high valuation of \$5.0 million (less \$586,667 for transaction and capital raising costs) through the issue of 83,333,333 at an issue price of \$0.06 per share.

Minority interest discount

- 9.15 In selecting a minority discount we have given consideration to our control premium applied in Paragraph 8.17, where we established a range for a control premium of between 25% and 35%. The resulting corresponding minority discount range based on said control premiums is between 20% and 26%.

Options on issue

- 9.16 We have not considered the impact of any options that will be on issue following completion of the Proposed Transaction because the exercise prices of the options are in excess of the values calculated above. If we were to consider the impact of the exercise of options, the value post the Proposed Transaction would increase.

10. Is the Proposed Transaction Fair to WHL Shareholders?

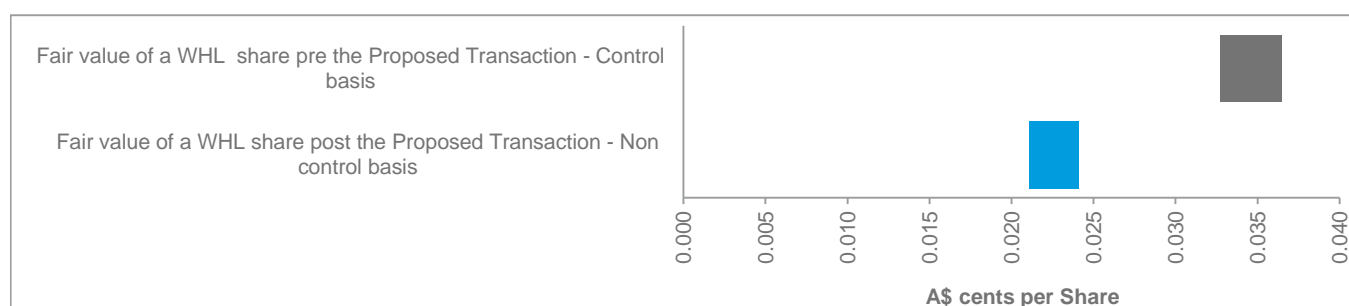
10.1 Our assessed values of a WHL share prior to and immediately after the Proposed Transaction, are summarised in the table and figure below.

Table 15 Assessed values of an WHL share pre and post the Proposed Transaction

Assessment of fairness A\$	Ref.	Value	
		Low	High
Fair value of an WHL share pre the Proposed Transaction - Control basis	8	\$0.033	\$0.036
Fair value of an WHL share post the Proposed Transaction - Non control basis	9	\$0.021	\$0.024

Source: RSM analysis

Table 16 WHL Share valuation graphical representation



Source: RSM Analysis

10.2 In accordance with the guidance set out in ASIC RG 111, and in the absence of any other relevant information, we consider the Proposed Transaction to be not fair to the Non-Associated Shareholders of WHL as the value of a WHL Share post the Proposed Transaction less than the range of the values of a WHL Share pre the Proposed Transaction.

11. Is the Proposed Transaction Reasonable?

11.1 RG111 establishes that an offer is reasonable if it is fair. If an offer is not fair it may still be reasonable after considering the specific circumstances applicable to the offer. In our assessment of the reasonableness of the Proposed Transaction, we have given consideration to:

- The future prospects of WHL if the Proposed Transaction does not proceed; and
- Other commercial advantages and disadvantages to the Non-Associated Shareholders as a consequence of the Proposed Transaction proceeding.

Future prospects of WHL if the Proposed Transaction does not proceed

11.2 If the Proposed Transaction does not proceed then the Company will continue to seek new businesses or assets to acquire and add value for Shareholders.

Advantages and disadvantages

11.3 In assessing whether the Non-Associated Shareholders are likely to be better off if the Proposed Transaction proceed, than if it does not, we have also considered various advantages and disadvantages that are likely to accrue to the Non-Associated Shareholders.

Advantages of approving the Proposed Transaction

Advantage 1 – Exposure to a new technology with growth potential

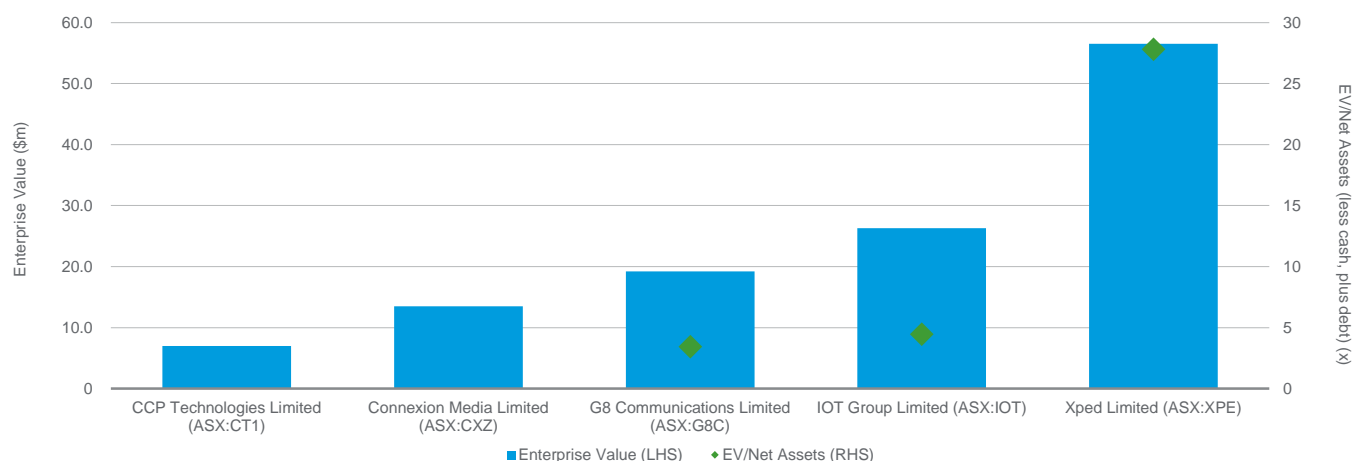
11.4 Home automation and “smart homes” are considered to be a growth market. There appears to be significant potential for products that can provide smart switches at an affordable price. The potential for these products to then be scaled to incorporate other home appliances and uses is significant. Large scale adoption of smart switching could mean potential to sell products for every home and building.

11.5 Based on the potential size of the market (any building with a light switch), there is potential for market participants to generate significant revenue. Although at an early stage and not yet proven, shareholders will be exposed to this potential.

11.6 We note that we have not considered a significant amount of speculative upside in our valuation of WHL post the Proposed Transaction and our consideration of fairness. Although we don’t consider it appropriate to do so for the purpose of our valuation, we recognise that investors may place speculative value on technology companies with potential growth streams. This can result in speculative gains for investors.

- 11.7 We have restated the table included in paragraph 1.1, below. This table indicates that investors are placing a multiple of at least 3 times on the net assets of companies with exposure to the internet of things. We consider this to be speculative value based on the future potential of products in development for each of the companies in the table. Whilst we do not consider it appropriate to include this speculative value in our consideration of fairness, it appears that investors on the ASX place a premium on the value of the net assets of a company with exposure to the network enabled hardware.

Figure 7 ASX Listed Companies Exposed to the Internet of Things



Source: CapitalIQ

- 11.8 Details of the companies included in the table above are set out in Appendix E.

Advantage 2 – Potential for increased liquidity

- 11.9 The acquisition of Quantify and the proposed Capital Raising could attract new shareholders to the register and increase investor interest in WHL. This could result in an improvement in liquidity and trading consistency in WHL's shares.

Advantage 3 – Potential to reduce adverse impact of the recent consolidation

- 11.10 Shareholders recently approved the consolidation of WHL shares on a 1 for 83 ratio. Based on a pre-consolidation share price of \$0.001, this would imply a post-consolidation share price of \$0.083. However, given \$0.001 is the lowest price a share can trade on the ASX, it is possible that the consolidation would result in WHL's share price falling below \$0.083 (or below \$0.001 on a pre-consolidation basis). The acquisition of Quantify could provide some support to the share price and reduce any adverse impact of the consolidation.

Disadvantages of approving the Proposed Transaction

Disadvantage 1 – Change in nature and scale of activities

- 11.11 Prior to the announcement of the Proposed Transaction, WHL was an oil and gas exploration company. Changing its nature and scale of activities to a technology company may not suit the investment goals and risk profile of Shareholders.

Disadvantage 2 – Dilution on Non-Associated Shareholders

- 11.12 The Proposed Transaction will result in Shareholders having their interests reduced from 100% to, at most, 16%. This means that Shareholders will have less influence over the outcome of resolutions put to shareholders.

Disadvantage 3 – Mr Lapins will hold at least 25.1% of WHL’s issued capital

- 11.13 As a result of the Proposed Transaction, Mr Lapins will hold at least 25.1% of the issued capital in WHL. This means that he will be able to block special resolutions and will have significant influence over approving both special and general resolutions.

Disadvantage 4 – Quantify does not have a proven track record of trading

- 11.14 Quantify is developing a technology. It does not currently generate sales income and does not have a track record of manufacturing commercial quantities of product. As such, there is no guarantee that Quantify’s products will be adopted in the market. Further, even if the product was adopted by the market, there is no guarantee that the product can be manufactured and sold on a commercial scale. However, we note that Quantify has entered into a non-commercial agreement to supply a proposed resort and residential development of up to 1,000 dwellings with its product.

Alternative Proposal

- 11.15 We are not aware of any alternative proposal at the current time which might offer the Non-Associated Shareholders of WHL a greater benefit than the Proposed Transaction.

Conclusion on Reasonableness

- 11.16 In our opinion, the position of the Non-Associated Shareholders if the Proposed Transaction is approved is more advantageous than the position if it is not approved. Therefore, in the absence of any other relevant information and/or a superior offer, we consider that the Proposed Transaction is **reasonable** for the Non-Associated Shareholders of WHL.
- 11.17 An individual shareholder’s decision in relation to the Proposed Transaction may be influenced by his or her individual circumstances. If in doubt, shareholders should consult an independent advisor.


Yours faithfully

RSM CORPORATE AUSTRALIA PTY LTD

A GILMOUR

G YATES


Director


Director



APPENDICES

A. DECLARATIONS AND DISCLAIMERS

Declarations and Disclosures

RSM Corporate Australia Pty Ltd holds Australian Financial Services Licence 255847 issued by ASIC pursuant to which they are licensed to prepare reports for the purpose of advising clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate reconstructions or share issues.

Qualifications

Our report has been prepared in accordance with professional standard APES 225 "Valuation Services" issued by the Accounting Professional & Ethical Standards Board.

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia Pty Ltd (RSM) a large national firm of chartered accountants and business advisors.

Mr. Andrew Gilmour and Mr Glyn Yates are directors of RSM Corporate Australia Pty Ltd. Both Mr Gilmour and Mr Yates are Chartered Accountants with extensive experience in the field of corporate valuations and the provision of independent expert's reports for transactions involving publicly listed and unlisted companies in Australia.

Reliance on this Report

This report has been prepared solely for the purpose of assisting Shareholders of the Company in considering the Security. We do not assume any responsibility or liability to any party as a result of reliance on this report for any other purpose.

Reliance on Information

Statements and opinions contained in this report are given in good faith. In the preparation of this report, we have relied upon information provided by the Directors and management of WHL Energy Limited and we have no reason to believe that this information was inaccurate, misleading or incomplete. RSM Corporate Australia Pty Ltd does not imply, nor should it be construed that it has carried out any form of audit or verification on the information and records supplied to us.

The opinion of RSM Corporate Australia Pty Ltd is based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time.

In addition, we have considered publicly available information which we believe to be reliable. We have not, however, sought to independently verify any of the publicly available information which we have utilised for the purposes of this report.

We assume no responsibility or liability for any loss suffered by any party as a result of our reliance on information supplied to us.

Disclosure of Interest

At the date of this report, none of RSM Corporate Australia Pty Ltd, RSM, Andrew Gilmour, Glyn Yates, nor any other member, director, partner or employee of RSM Corporate Australia Pty Ltd and RSM has any interest in the outcome of the Proposed Transaction, except that RSM Corporate Australia Pty Ltd are expected to receive a fee of approximately \$20,000 based on time occupied at normal professional rates for the preparation of this report. The fees are payable regardless of WHL Energy Limited receives Shareholder approval for the Security, or otherwise.

Consents

RSM Corporate Australia Pty Ltd consents to the inclusion of this report in the form and context in which it is included with the Notice of Extraordinary General Meeting and Explanatory Memorandum to be issued to Shareholders. Other than this report, none of RSM Corporate Australia Pty Ltd or RSM Australia Pty Ltd or has been involved in the preparation of the Notice of Extraordinary General Meeting and Explanatory Memorandum. Accordingly, we take no responsibility for the content of the Notice of General Meeting and Explanatory Statement.

B. SOURCES OF INFORMATION

In preparing this Report we have relied upon the following principal sources of information:

- Notice of Meeting dated 31 October 2016;
- Bidders Statement dated 7 November 2016;
- Target's Statement dated 9 November 2016;
- Merger Implementation Agreement between WHL and Quantify;
- Audited financial statements for WHL and Quantify for the years ended 30 June 2015 and 30 June 2016;
- ASX announcements of WHL;
- S&P Capital IQ database; and
- Discussions with Directors, Management and staff of WHL and Quantify.

C. GLOSSARY OF TERMS

Term or Abbreviation	Definition
\$	Australian dollar
Act	Corporations Act 2001 (Cth)
Advisor Options	Options issued to advisors of Quantify, with exercise price of \$0.09 and an expiry date of 30 September 2019
APES	Accounting Professional & Ethical Standards Board
ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange
ASX Listing Rules	The listing rules of ASX as amended from time to time
Austral	
Bid Options	Options issued to existing optionholders of Quantify, with an exercise price of \$0.075 and an expiry date of 30 September 2019
Broker Options	Options issued to brokers assisting the Capital Raising, with an exercise price of \$0.075 and an expiry date of 30 September 2019
Capital Raising	Issue of 53,333,333 to raise \$3.5 million and up to 83,333,33 to raise \$5 million
Company	WHL Energy Limited
Control basis	As assessment of the Fair Value on an equity interest, which assumes the holder or holders have control of the entity in which the equity is held
Cuda	Cuda Technology Holdings Pty Ltd
Directors	Directors of the Company
EOP Options	Options issued to employees of Quantify, with an exercise price of \$0.075 and an expiry date of 30 September 2019
Essential Resolutions	Resolutions 5 to 7 and 11 to 25
Explanatory Statement	The explanatory statement accompanying the Notice
Fair Value	The amount at which an asset could be exchanged between a knowledgeable and willing but not anxious seller and a knowledgeable and willing but not anxious buyer, both acting at arm's length
FME	Future Maintainable Earnings
FOS	Financial Ombudsman Service
Founder Performance Shares	Performance shares issued to the founders of Quantify with various vesting conditions
FSG	Financial Services Guide
IER	This Independent Expert Report
MIA	Merger Implementation Agreement
Non-Associated Shareholders	Shareholders who are not a party, or associated to a party, to the Proposed Transaction
Notice	The notice of meeting to vote on, inter alia, the Proposed Transaction
Option or Options	Unlisted options to acquire Shares with varying vesting conditions

Performance Shares	Up to 120,000,000 Shares to be issued to Quantify under the Proposed transaction, subject to various performance hurdles
Proposed Transaction	The share takeover of 100% of the issued capital of Quantify by WHL
Quantify	Quantify Technology Limited
Report	This Independent Expert's Report prepared by RSM dated 6 December 2016
Resolution	The resolutions set out in the Notice
RG 111	ASIC Regulatory Guide 111 Content of Expert Reports
RSM	RSM Corporate Australia Pty Ltd
S&P Capital IQ	An entity of Standard and Poors which is a third party provider of company and other financial information
Share or WHL Share	Ordinary fully paid share in the capital of the Company
Shareholder	A holder of Share
VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015)
VWAP	Volume weighted average share price

D. ESSENTIAL RESOLUTIONS

RESOLUTION 7 – CAPITAL RAISING

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 83,333,333 Shares at an issue price of \$0.06 per Share (on a post-Consolidation basis) to raise up to \$5,000,000 (Capital Raising) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

RESOLUTION 11 – CREATION OF A NEW CLASS OF SECURITIES – PERFORMANCE SHARES

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purpose of Section 246B of the Corporations Act and for all other purposes, the Company is authorised to issue Performance Shares on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 12 – CREATION OF A NEW CLASS OF SECURITIES – FOUNDER PERFORMANCE SHARES

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purpose of Section 246B of the Corporations Act and for all other purposes, the Company is authorised to issue Founder Performance Shares on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 13 – ISSUE OF FOUNDER PERFORMANCE SHARES TO MAJOR QUANTIFY SHAREHOLDER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Founder Performance Shares (on a post-Consolidation basis) to Lapins Holdings Pty Ltd as trustee for Lapins Family Account on the Effective Date on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 14 – ADOPTION OF EMPLOYEE OPTION PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional on the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive option plan titled “Employee Option Plan” and for the issue of securities under that plan, on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 15 – ADOPTION OF EMPLOYEE SHARE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional on the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive share plan titled “Employee Share Plan” and for the issue of securities under that plan, on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 16 – ISSUE OF SHARES TO QUANTIFY CLASS C SHAREHOLDERS – UNRELATED PARTIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,942,262 Shares (on a post- Consolidation basis) to each of Accelerated Investment Group Pty Ltd < Accelerated Investment A/C> and J Stimpson Pty Ltd <Hoek A/C> in consideration for the acquisition of their Quantify Shares (Class C) on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 17 – ISSUE OF SHARES TO QUANTIFY CLASS C SHAREHOLDER – RELATED PARTY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,942,262 Shares (on a post-Consolidation basis) to Mintaka Nominees Pty Ltd (a related party of the Company) (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 18 – CHANGE OF COMPANY NAME

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to ‘Quantify Technology Holdings Limited’ with effect as soon as possible after the Effective Date.”

RESOLUTION 19 – ELECTION OF DIRECTOR – MR MARK LAPINS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purpose of clause 56.1 of the Constitution and for all other purposes, Mr Mark Lapins who, being eligible and having consented to act, is elected as a Director on and from the Effective Date.”

RESOLUTION 20 – ELECTION OF DIRECTOR – MR AIDAN MONTAGUE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purpose of clause 56.1 of the Constitution and for all other purposes, Mr Aidan Montague who, being eligible and having consented to act, is elected as a Director on and from the Effective Date.”

RESOLUTION 21 – ELECTION OF DIRECTOR – MR ALEX PAIOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purpose of clause 56.1 of the Constitution and for all other purposes, Mr Alex Paior who, being eligible and having consented to act, is elected as a Director on and from the Effective Date.”

RESOLUTION 22 – ISSUE OF SHARES TO QUANTIFY CONVERTIBLE LOAN HOLDERS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,833,333 Shares at a deemed issue price of \$0.06 per Share (on a post-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 23 – ADOPTION OF EMPLOYEE PERFORMANCE RIGHTS PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional on the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive performance rights plan titled “Employee Performance Rights Plan” and for the issue of securities under that plan, on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 24 – ISSUE OF PERFORMANCE RIGHTS TO MR MARK LAPINS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional on the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 6,250,000 Performance Rights (on a post-Consolidation basis) under the Employee Performance Rights Plan to Mr Mark Lapins (or his nominee) on the Effective Date on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 25 – ISSUE OF PERFORMANCE RIGHTS TO MR AIDAN MONTAGUE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to and conditional on the passing of all other Essential Resolutions, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 6,250,000 Performance Rights (on a post-Consolidation basis) under the Employee Performance Rights Plan to Mr Aidan Montague (or his nominee) on the Effective Date on terms and conditions set out in the Explanatory Statement.”

E. ASX LISTED INTERNET OF THINGS COMPANIES

Company	Description	Market Cap (\$m)	Total EV (\$m)	Total Rev (\$m)	NTA (\$m)	Net Assets (\$m)	EV/NTA (less cash, plus debt) (x)	EV/Net Assets (less cash, plus debt) (x)	Market Cap / NTA (x)	Market Cap/Net Assets (x)
CCP Technologies Limited (ASX:CT1) ¹	CCP Technologies Limited, a technology company, provides Internet of Things (IoT) solution for critical control point management and monitoring to the perishable food industries in Australia and the United States. The company commercializes CCP solution, a business-to-business hardware and software solution, which provides critical point, real-time, and automated temperature and environmental monitoring, and reporting solutions. Its Web-based platform provides access to the monitoring network dashboard, including diagnostics, performance instruments, temperature reports, and alerts, through Bluetooth low energy; or the cloud using devices, such as computers, smartphones, and tablets. The company is also involved in the contracting of various staff, including employees or contractors. In addition, it holds interests in Thromboview, a patented technetium-99m-labelled antibody based radio-imaging test for venous thromboembolism; and DiagnostiQ, a single-use, hand-held cassette technology for use as a qualitative testing device and quantitative system. CCP Technologies Limited is based in St Kilda, Australia. CCP Technologies Limited operates as a subsidiary of CCP Technologies Limited.	7.1	7.0	-	2.8	2.8	-23.2	-23.2	2.5	2.5
Connexion Media Limited (ASX:CXZ)	Connexion Media Limited, an Internet of Things technology company, develops information technology solutions for automotive industries in Australia. It offers Flex, a cloud based integrated vehicle management system that gives control of a fleet of cars, trucks, and other vehicles from a central control point; and miRoamer, a multi-platform app, which provides an Internet radio and music infotainment service through approximately 35,000 stations to consumers worldwide. The company is headquartered in Melbourne, Australia. Connexion Media Limited operates as a subsidiary of Mi Media Holdings Limited.	10.9	13.5	1.3	-3.4	-3.4	-15.9	-15.9	-3.2	-3.2
G8 Communications Limited (ASX:G8C)	G8 Communications Limited develops, manufactures, and sells cellular connectivity products to an array of Internet of Things applications in Australia. The company offers modems, routers, antennas, and power and data USB cables for use in vending machines, body cameras, wireless LAN systems, drones and robotics, energy management systems, security and surveillance products, precision equipment, digital signage products, kiosks/ATMs, point of sale systems, connected health products, tracking sensors, and home entertainment and automation products. It also provides turn-key product development services, such as architecture design and development software and hardware design and development, product re-engineering, and product deployment support. In addition, the company offers testing, QA, and certification services, including integration and compatibility testing; functional testing; hardware and software testing; release testing and QA; regression and test automation; test strategy and planning; FCC, UL, CE, RoHS, TUV certifications; Wi-Fi alliance testing and certifications; and wireless security testing and certifications. Further, it provides warehouse design, distribution, supply chain execution, and material handling solutions for retail, wholesale, and consumer product manufacturing companies. The company was formerly known as Leopard Resources NL and changed its name to G8 Communications Limited in February 2016. G8 Communications Limited was incorporated in 1983 and is headquartered in Los Gatos, California.	20.5	19.2	0.2	1.1	6.9	-125.8	3.4	17.9	3.0
IOT Group Limited (ASX:IOT)	IOT Group Limited produces and sells wearable devices and Internet of Things consumer technology products. It offers smart watches, internet doorbell, and selfie drone, as well as IPTV subscription television service through intervision. The company sells its products online. IOT Group Limited was founded in 2015 and is based in Sydney, Australia.	28.2	26.3	-	1.2	5.9	22.1	4.5	23.7	4.8
Xped Limited (ASX:XPE)	XPED Limited engages in developing and operating an Internet of Things (IoT) technology business that offers software and hardware solutions in Australia. It operates Auto Discovery Remote Control, a technology platform that allows smartphone users to connect and control various electronic devices. The company also offers Xerts, a digital coupon transfer and trigger technology solution; and Xped App, an app to connect, control, and monitor the IoTs. In addition, it provides hardware products consisting of UltraPlug, VariPlug, and IRBlaster, which are solutions for connecting legacy devices to home network and control them from smartphone. The company offers solutions for consumers, manufacturers, retailers, data centers, and healthcare sectors. XPED Limited is headquartered in Payneham, Australia.	64.6	56.5	0.0	10.1	10.2	28.7	27.8	6.4	6.4

Source: CapitalIQ

¹ based on proforma financial information announced by the company

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RSM Australia Pty Ltd is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network.

Each member of the RSM network is an independent accounting and consulting firm each of which practices in its own right. The RSM network is not itself a separate legal entity of any description in any jurisdiction.

The RSM network is administered by RSM International Limited, a company registered in England and Wales (company number 4040598) whose registered office is at 11 Old Jewry, London EC2R 8DU.

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