



Appointment of resources expert to Advisory Board and successful delivery of Q Device to UWA

ASX RELEASE

27 July 2017

Highlights

- **Appointment of business strategist and resources expert Peter Long—Strategic Business Development Manager for Intergraph Corporation—to Quantify Technology's Advisory Board; his appointment will facilitate commercial partnerships between Quantify Technology and the oil and gas, power, and mining industries**
- **Successful delivery of Q Device to the University of Western Australia for the Medical and Dental Library project**
- **Sydney luxury demonstration apartment programming update**

Appointment of business strategist and resource expert Peter Long

Quantify Technology Holdings Limited (ASX: QFY) ('Quantify Technology' or 'the Company') announces the appointment of Peter Long, business strategist and resources expert, to its Advisory Board.

Mr Long has decades of expertise in the oil and gas, power, and mining industries, where he has focused on providing technological solutions to enhance productivity and growth across Australia's resources sector. Currently, he's the Strategic Business Development Manager for Intergraph Corporation, a leading global provider of design, measurement, and visualisation technologies.

Mr. Long's involvement and extensive network will facilitate commercial partnerships between Quantify Technology and the oil and gas, power, and mining industries.

Under the Company's 'Employee Option Plan', Quantify Technology has issued two million options (see attached Appendix 3B) to Mr Long at an exercise price of \$0.10, each expiring on or before 4 April 2020.

Quantify Technology may compensate Mr Long further for securing agreements with mining and resources partner, as well as for other efforts related to the Company's entry into this sector.

Delivery of the Q Device to the University of Western Australia

The Q Device was delivered to the University of Western Australia (UWA) for installation in the Medical and Dental Library. Commissioning and testing for the project will take place in the upcoming weeks.

This marks an exciting milestone for Quantify Technology's platform as a solution across industries. This once again affirms Quantify Technology's commitment to the strategic delivery of its platform through iconic commercial and enterprise projects.

An update on the Sydney luxury demonstration apartment

The programming and testing of Quantify Technology's Q Device in a luxury apartment on York Street in Sydney has been completed. The installation will give clients and stakeholders a hands-on opportunity to experience Quantify Technology's innovative power management and customisable living space.

'We're excited to see our platform being used across a broad spectrum, from academic installations to niche industry applications. Demonstration facilities like the luxury apartment in Sydney allow us to showcase the foundations of our Truly Intelligent Building Solution to potential clients across the globe', Quantify Technology's Managing Director Mark Lapins stated. 'Adding Peter Long to our advisory board opens up additional opportunities in the resources market, and we're looking forward to working with Peter as we explore these lucrative opportunities'.

-ENDS-

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About Quantify Technology

Quantify Technology Holdings Limited (ASX: QFY) ('Quantify Technology' or the 'Company'), a unique and disruptive player in the multi-billion Internet of Things (IoT) market. Quantify Technology is a first mover in the IoT market and primarily develops hardware and software devices that enable the monitoring and management of the next generation of internet-enabled devices (such as lighting, power, heating and cooling systems) installed in buildings. Its patented flagship product, the Q Device, provides real-time evaluation of environmental and risk factors for building occupants, as well as proactively managing services and utilities to ensure the highest levels of efficiency are achieved to create Quantify Technology Truly Intelligent Buildings™. The Company's products are designed to be retrofittable, cost effective, simple, scalable, extensible, autonomous and secure, and aim to allow IoT solutions to become part of the fabric of buildings, redefining the industry standard with a view to making Quantify Technology's solution the platform of choice.

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Quantify Technology Holdings Limited

ABN

25 113 326 524

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | ⁺ Class of ⁺ securities issued or to be issued | Unlisted Options (4/4/2020; \$0.10) |
| 2 | Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued | 2,000,000 |
| 3 | Principal terms of the ⁺ securities (e.g. if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion) | <p>A. 400,000 unlisted options exercisable at \$0.10 each, vesting immediately and expire on 4 April 2020</p> <p>B. 400,000 unlisted options exercisable at \$0.10 each, vesting on 26 July 2018 and expire on 4 April 2020</p> <p>C. 1,200,000 unlisted options exercisable at \$0.10 each, vesting upon Quantify entering a supply agreement, strategic partnership agreement or memorandum of understanding with estimated revenue or a net value to Quantify of greater than \$500,000 and expire on 4 April 2020</p> |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No – Shares issued on exercise of unlisted options will rank equally with the existing shares of the Company.</p>
5	Issue price or consideration	<p>Nil</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued pursuant to the Company's Employee Option Plan</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>N/A</p>
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	<p>-</p>
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	<p>-</p>

⁺ See chapter 19 for defined terms.

6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	-						
6f	Number of ⁺ securities issued under an exception in rule 7.2	2,000,000 unlisted options issued under Exception 9 in Listing Rule 7.2						
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	-						
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	-						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Listing Rule 7.1 – 63,186,347						
7	<p>⁺Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	27 July 2017						
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>275,926,343</td><td>Ordinary shares</td></tr><tr><td>7,329,965</td><td>Options (\$0.166; 30 June 2018)</td></tr></table>	Number	⁺ Class	275,926,343	Ordinary shares	7,329,965	Options (\$0.166; 30 June 2018)
Number	⁺ Class							
275,926,343	Ordinary shares							
7,329,965	Options (\$0.166; 30 June 2018)							

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	133,342,563	Ordinary shares held in escrow for 24 months from reinstatement to official quotation.
	13,774,619	Ordinary shares held in escrow until 27 February 2018.
	232,539	Options exercisable at \$11.62 on or before 3 December 2017.
	4,216,905	Options exercisable at \$0.332 on or before 31 July 2018
	8,747,626	Options exercisable at \$0.09 on or before 30 September 2019 held in escrow for 24 months from reinstatement to official quotation.
	31,596,511	Options exercisable at \$0.075 on or before 30 September 2019 held in escrow for 24 months from reinstatement to official quotation.
	41,639,654	Options exercisable at \$0.075 on or before 30 September 2019 held in escrow until 27 February 2018.
	1,200,000	Options exercisable at \$0.10 on or before 4 April 2020
	4,800,000	Options exercisable at \$0.10 on or before 4 April 2020 and subject to vesting conditions
	62,115,701	Performance Shares (1:1 ratio) held in escrow for 24 months from reinstatement to official quotation.
	57,884,299	Performance Shares (1:1 ratio) held in escrow until 27 February 2018.
	30,000,000	Founder Performance Shares (1:1 ratio) held in escrow for 24 months from reinstatement to official quotation.
	12,500,000	Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

- | | | |
|----|--|---|
| 11 | Is security holder approval required? | - |
| 12 | Is the issue renounceable or non-renounceable? | - |
| 13 | Ratio in which the +securities will be offered | - |
| 14 | +Class of +securities to which the offer relates | - |
| 15 | +Record date to determine entitlements | - |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | - |
| 17 | Policy for deciding entitlements in relation to fractions | - |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | - |
| 19 | Closing date for receipt of acceptances or renunciations | - |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	-
21	Amount of any underwriting fee or commission	-
22	Names of any brokers to the issue	-
23	Fee or commission payable to the broker to the issue	-
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	-
25	If the issue is contingent on security holders' approval, the date of the meeting	-
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	-
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	-
28	Date rights trading will begin (if applicable)	-
29	Date rights trading will end (if applicable)	-
30	How do security holders sell their entitlements <i>in full</i> through a broker?	-
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	-

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? -
- 33 ⁺Issue date -

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ☐ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of ⁺ securities for which ⁺ quotation is sought	-	
39	⁺ Class of ⁺ securities for which quotation is sought	-	
40	Do the ⁺ securities rank equally in all respects from the ⁺ issue date with an existing ⁺ class of quoted ⁺ securities? If the additional ⁺ securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	-	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another ⁺ security, clearly identify that other ⁺ security)	-	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	⁺ Class
		-	

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may
quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: N J Bassett
(Company secretary)

Date: 27 July 2017

Print name: Neville John Bassett

11	12	13	14	15
16	17	18	19	20

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	66,815,133
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Ordinary shares issued 28/2/17 355,993,452
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	422,808,585

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	63,421,287
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Shares issued 29 June 2016 234,940
“C”	234,940
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	63,421,287
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	234,940
Total [“A” x 0.15] – “C”	63,186,347 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	-
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	-
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	-
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	- <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.