

Quantify Technology Holdings Limited
ACN 113 326 524

Notice of Meeting

Notice is given that the Meeting will be held at:

Time: 10:00am (AWST)
Date: Monday, 12 August 2019
Place: Ground Floor
216 St Georges Terrace
Perth WA 6000

Important

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (Perth time) on 10 August 2019.

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Business of the Meeting

Agenda

1. Resolution 1 – Prior issue of Shares under the Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 160,000,000 Shares to Exempt Investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Issue of New Options under the Placement

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 160,000,000 New Options to Exempt Investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Issue of New Options to the Underwriters

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 New Options to the Underwriters (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Participation of Director in the Placement – Brett Savill

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 20,000,000 Shares and 20,000,000 New Options to Brett Savill (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Brett Savill (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Participation of Director in the Placement – Peter Rosseutscher

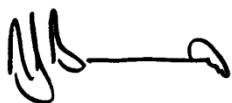
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 20,000,000 Shares and 20,000,000 New Options to Peter Rosseutscher (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Peter Rosseutscher (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 8 July 2019

By order of the Board

A handwritten signature in black ink, appearing to be 'NB', followed by a horizontal line extending to the right.

**Neville Bassett
Company Secretary**

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company by telephone on +61 (8) 6254 0200.

Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Background to the Resolutions

On 25 June 2019, the Company announced:

- (a) a placement of 200,000,000 Shares to Exempt Investors at an issue price of \$0.005 per Share to raise up to \$1,000,000 (before costs), together with one (1) free attaching Option (exercisable at \$0.01 on or before that date that is 2 years from the date of issue of Options under the Entitlement Offer) (**New Option**) to be issued for every one (1) Share subscribed for and issued (**Placement**); and
- (b) a non-renounceable pro rata entitlement offer to Eligible Shareholders on the basis of one (1) Share for every four (4) Shares held on the Record Date at an issue price of \$0.005 per Share to raise \$1,426,238, together with one free attaching New Option for every Share subscribed for and issued (**Entitlement Offer**).

On 2 July 2019, the Company issued 160,000,000 Shares pursuant to the Placement under its placement capacity under ASX Listing Rules 7.1 and 7.1A.

Two of the Directors, Brett Savill and Peter Rosseutscher, have agreed to subscribe for the Placement's remaining 40,000,000 Shares at the same price and on the same terms as other non-related participants in the Placement, subject to Shareholder approval.

The funds raised under the Placement and Entitlement Offer (together, the **Offers**) will be used as follows:

Item	Amount
Expenses of the Offer (excluding GST)	\$173,000
Sales, marketing and commercialisation ¹	\$1,337,556
Working capital ²	\$915,682
Total	\$2,426,238

Notes:

1. Sales, marketing and commercialisation expenses include costs in relation to production costs, research and development costs, obtaining further certifications for the distribution of its products globally, relevant labour costs, third party consultants and contractors, costs of samples for marketing purposes, costs incurred in attending conferences, trade shows, corporate events, the cost of business development staff and associated travel expenses.
2. Working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, payments to creditors, interest payments, other items of a general administrative nature and cash reserves but excludes sales which may be used in connection with the Company's activities, as determined by the Board at the relevant time.

The Entitlement Offer is fully underwritten by Pinnacle Corporate Finance and RM Corporate Finance (together, the **Underwriters**) in equal shares pursuant to an underwriting agreement dated on or about 25 June 2019 (**Underwriting Agreement**). Pursuant to the Underwriting Agreement, the Underwriters are to be issued, as partial consideration for the provision of underwriting services with respect to the Entitlement Offer, an aggregate of 50,000,000 New Options, subject to Shareholder approval.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 160,000,000 Shares pursuant to the Placement.

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 160,000,000 New Options pursuant to the Placement.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 50,000,000 New Options to the Underwriters.

Resolutions 4 and 5 seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of a total of 40,000,000 Shares and 40,000,000 New Options to Brett Savill and Peter Rosseutscher (as applicable).

2. Resolution 1 – Prior issue of Shares under the Placement

2.1 General

On 2 July 2019, the Company issued 160,000,000 Shares to Exempt Investors under the Placement using its placement capacity under ASX Listing Rules 7.1 (106,000,000 Shares) and 7.1A (54,000,000 Shares).

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

Refer to Section 1 for a summary of the Placement.

2.2 ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 1, the base figure (i.e. variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

2.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) 160,000,000 Shares were issued:

- (b) the Shares were issued at an issue price of \$0.005 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Exempt Investors under the Placement, none of whom are related parties of the Company; and
- (e) the funds raised from this issue of Shares under the Placement will be applied in the manner set out in Section 1.

3. Resolution 2 – Issue of New Options under the Placement

3.1 General

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 160,000,000 New Options on the basis of one (1) New Option for every one (1) Share subscribed for and issued under the Placement.

Refer to Section 1 for a summary of the Placement.

Each New Option is exercisable at \$0.01 on or before the date that is 2 years from the date of issue of the Options issued under the Entitlement Offer. The full terms and conditions of the New Options are set out in Schedule 1.

3.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 2.2.

The effect of Resolution 2 will be to allow the Company to issue the New Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the maximum number of New Options to be issued is 160,000,000;
- (b) the New Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the New Options will occur on the same date as the Meeting;
- (c) the issue price will be nil per New Option, with the New Options being issued on the basis of one (1) free attaching New Option for every one (1) Share subscribed for and issued under the Placement;
- (d) the New Options will be issued to Exempt Investors to whom Shares were issued under the Placement. None of these subscribers are related parties of the Company;
- (e) the New Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised by the issue of New Options under Resolution 2 as they are being issued as free attaching options to participants in the Placement. The proceeds from any future exercise of the New Options are intended to be applied towards meeting working capital requirements of the Company relevant at, or about, the time of the exercise of the New Options at the discretion of the Board.

4. Resolution 3 – Issue of New Options to the Underwriters

4.1 General

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 50,000,000 New Options to the Underwriters in equal shares as partial consideration for the provision of underwriting services with respect to the Entitlement Offer.

In accordance with the Underwriting Agreement, in the event that Shareholders do not approve the issue of the New Options the subject of Resolution 3, the Company will pay the Joint Underwriters an aggregate cash payment of \$50,000 in equal shares, in lieu of the issue of the 50,000,000 New Options

Refer to Section 1 for a summary of the Entitlement Offer.

Each New Option is exercisable at \$0.01 on or before the date that is 2 years from the date of issue of the Options issued pursuant to the Entitlement Offer. The full terms and conditions of the New Options are set out in Schedule 1.

4.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 2.2.

The effect of Resolution 3 will be to allow the Company to issue the New Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of New Options to be issued is 50,000,000;
- (b) the New Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the New Options will occur on the same date as the Meeting;
- (c) the issue price will be nil per New Option, with the New Options being issued as partial remuneration for underwriting the Entitlement Offer;
- (d) the New Options will be issued to the Underwriters (or their nominee(s)). Neither of the Underwriters are related parties of the Company;
- (e) the New Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised by the issue of New Options under Resolution 3 as they are being issued as partial consideration for services provided by the Underwriters to the Company in relation to the Entitlement Offer. The proceeds from any future exercise of the New Options are intended to be applied towards meeting working capital requirements of the Company relevant at, or about, the time of the exercise of the New Options at the discretion of the Board.

5. Resolutions 4 and 5 – Participation of Directors in the Placement – Brett Savill and Peter Rossdeutsch

5.1 General

Brett Savill and Peter Rossdeutsch (or their nominees) wish to participate in the Placement at the same price and on the same terms as other non-related participants in the Placement, subject to Shareholder approval being obtained.

Refer to Section 1 for a summary of the Placement.

Resolutions 4 and 5 seek Shareholder approval for the issue of a total of 40,000,000 Shares and 40,000,000 New Options to Brett Savill and Peter Rossdeutscher (or their nominees) arising from their participation in the Placement (**Participation**).

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares and New Options which constitutes giving a financial benefit and Brett Savill and Peter Rossdeutscher are related parties of the Company by virtue of being Directors.

The Directors (other than Brett Savill and Peter Rossdeutscher who have a material personal interest in Resolutions 4 and 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares and New Options will be issued to Brett Savill and Peter Rossdeutscher on the same terms as Shares and New Options are issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

5.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Placement involves the issue of Shares and New Options to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

5.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares and New Options will be issued to Brett Savill and Peter Rossdeutscher (or their nominees);
- (b) the maximum number of Shares and New Options to be issued is:
 - (i) 20,000,000 Shares and 20,000,000 New Options to Brett Savill (or his nominee); and
 - (ii) 20,000,000 Shares and 20,000,000 New Options to Peter Rossdeutscher (or his nominee).
- (c) the Shares and New Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.005 per Share and nil per New Option with the New Options being issued on the basis of one (1) free attaching New Option for every one (1) Share subscribed for and issued under the Placement and on the same terms and conditions as all other

Shares and New Options issued under the Placement;

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The New Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) the funds raised from the issue of the Shares will be used for the same purposes as all other funds raised under the Offers as set out in Section 1. No funds will be raised by the issue of New Options under Resolutions 4 and 5 as they are being issued as free attaching options to participants in the Placement. The proceeds from any future exercise of the New Options are intended to be applied towards meeting working capital requirements of the Company relevant at, or about, the time of the exercise of the New Options at the discretion of the Board

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and New Options to Brett Savill and Peter Rossdeutscher (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

Definitions

\$ means Australian dollars.

AEST means Australian Eastern Standard Time, being the time in Sydney, Western Australia.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Quantify Technology Holdings Limited ACN 113 326 524.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Shareholder means a Shareholder as at the Record Date with a registered address in Australia or New Zealand.

Entitlement Offer means the non-renounceable pro rata entitlement offer described in Section 1 (as announced to ASX on 25 June 2019).

Exempt Investor means a person to whom securities may be offered without disclosure under section 708 of the Corporations Act.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting means the meeting convened by the Notice.

New Option means the quoted Options with the terms and conditions set out in Schedule 1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Offers means the Placement and Entitlement Offer.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Pinnacle Corporate Finance means Pinnacle Corporate Finance Pty Ltd ACN 149 263 543.

Placement means the placement of securities described in Section 1 (as announced to ASX on 25 June 2019).

Proxy Form means the proxy form accompanying the Notice.

Record Date means the date to identify Eligible Shareholders, being 5:00pm (AEST) on 11 July 2019.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

RM Corporate Finance means RM Corporate Finance Pty Ltd ACN 108 084 386.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Underwriting Agreement means the underwriting agreement dated 25 June 2019 between the Company, RM Corporate Finance and Pinnacle Corporate Finance.

Schedule 1 – Terms and Conditions of the New Options

The terms and conditions of the New Options are:

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (WST) on the date that is two years from the date of issue of New Options under the Entitlement Offer (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a New Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising New Options.

(k) **Change in exercise price**

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(l) **Transferability**

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) **Quotation**

The Company will seek to have the New Options quoted by ASX.

This page has been left blank intentionally.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: QFY

Your proxy voting instruction must be received by **10.00am (AWST) on Saturday 10 August 2019** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

Contact	Return your completed form		All enquiries to Automic	
	BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au	

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online
	<p>I/We being a Shareholder entitled to attend and vote at the General Meeting of Quantify Technology Holdings Limited, to be held at 10.00 am (AWST) on Monday 12 August 2019 at Ground Floor, 216 St Georges Terrace, Perth, WA, 6000 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Prior issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Issue of New Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Issue of New Options to the Underwriters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Participation of Director in the Placement – Brett Savill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Participation of Director in the Placement – Peter Rossdeutscher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>				

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
Email Address:			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Contact Daytime Telephone		Date (DD/MM/YY)	
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		<div style="border: 1px solid black; display: inline-block; width: 20px; height: 20px;"></div> / <div style="border: 1px solid black; display: inline-block; width: 20px; height: 20px;"></div> / <div style="border: 1px solid black; display: inline-block; width: 20px; height: 20px;"></div>	
<p>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</p>			