



Announcement Summary

Entity name

QUANTIFY TECHNOLOGY HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

Monday January 13, 2020

The Proposed issue is:

- ☒ A standard pro rata issue (including non-renounceable or renounceable)
- ☒ A placement or other type of issue

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Options exercisable at \$0.008 each expiring 2 years from date of issue	373,009,598
QFY	ORDINARY FULLY PAID	373,009,598

Ex Date

Tuesday January 21, 2020

+Record Date

Wednesday January 22, 2020

Offer closing date

Tuesday February 18, 2020

+Issue Date

Tuesday February 25, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Options exercisable at \$0.008 each expiring 2 years from date of issue	15,000,000



QFY	ORDINARY FULLY PAID	15,000,000
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Proposed issue date

Tuesday February 25, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

QUANTIFY TECHNOLOGY HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

113326524

1.3 ASX issuer code

QFY

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

Monday January 13, 2020

1.6 The Proposed issue is:☒ A standard pro rata issue (including non-renounceable or renounceable)☒ A placement or other type of issue**1.6a The proposed standard pro rata issue is**☒ + Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the below approvals required for the entitlement offer before business day 0 of the timetable?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity required to be given/met before business day 0 of the timetable for the entitlement offer

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

QFY : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ Yes

Details of +securities proposed to be issued

ASX +Security Code and Description

QFY : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

4

For example:- 1 for 2 (1:2) 1 new +securities offered for every 2 +securities held

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum Number of +securities proposed to be issued

373,009,598

Purpose of the issue

Funds raised will be primarily be used to advance revenue generating contracts and product licencing opportunities, as well as fund research and development, marketing, working capital and general corporate expenditure.

Offer price details for retail security holders**Issue Currency**

AUD - Australian Dollar

Offer Price per +security

AUD 0.00400

Estimated or Actual?☒ Actual**Oversubscription & Scale back details****Are +security holders allowed to oversubscribe?**☒ Yes**Provide the oversubscription details**

No additional shares will be issued to any person if the issue of the additional shares would contravene the takeover prohibition in section 606 of the Corporations Act.

May a scale back be applied to this event?☒ Yes**Provide the scale back details**

The Company together with the Underwriter reserve the right to scale back any applications for additional shares in their absolute and sole discretion.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?☒ Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**



Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ Yes

ASX +Security Code

New class-code to be confirmed

+Security Description

Options exercisable at \$0.008 each expiring 2 years from date of issue

+Security Type

Options

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

4

For example:- 1 for 2 (1:2) 1 new +securities offered for every 2 +securities held

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum Number of +securities proposed to be issued

373,009,598

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price per +security

AUD 0.00000

Estimated or Actual?

☒ Actual

Oversubscription & Scale back details

Are +security holders allowed to oversubscribe?

☒ No

May a scale back be applied to this event?

☒ No

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Options details

+Security Currency

AUD - Australian Dollar

**Exercise Price**

AUD 0.0080

Expiry date

Friday February 25, 2022

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

QFY : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Details of company options where holders entitled to participate in the offer

ASX +Security Code and Description

QFYOB : OPTION EXPIRING 13-AUG-2021

Date Option must be exercised by

Wednesday January 22, 2020

Part 3C - Timetable

3C.1 +Record Date

Wednesday January 22, 2020

3C.2 Ex Date

Tuesday January 21, 2020

3C.4 Record Date

Wednesday January 22, 2020

3C.5 Date on which offer documents will be sent to security holders entitled to participate in the +pro rata issue

Tuesday January 28, 2020

3C.6 Offer closing date

Tuesday February 18, 2020

3C.7 Last day to extend the offer closing date

Thursday February 13, 2020

3C.9 Trading in new securities commences on a deferred settlement basis

Wednesday February 19, 2020



3C.10 Last day for Entity to announce the results of the offer to ASX, including number and percentage of securities taken up by existing security holders and any shortfall taken up by underwriters or other investors

Thursday February 20, 2020

3C.11 +Issue Date

Tuesday February 25, 2020

3C.12 Trading starts on a normal T+2 basis

Wednesday February 26, 2020

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

Friday February 28, 2020

Part 3E - Lead Manager/Broker & Underwriter details

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ No

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

Pinnacle Corporate Finance Pty Ltd

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Underwritten amount - \$1,492,038

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

Underwriting fee - 4% of underwritten amount
Management fee - 2% of underwritten amount
15,000,000 shares
15,000,000 options
\$10,000 monthly retainer for six months

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

(a) the S&P ASX 300 Index closes on any Business Day from the date of the Underwriting Agreement at a level that is 10% or more below the level of the Index at the close of trading on the Business Day before the date of the Underwriting Agreement.
(b) there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, the Democratic People's Republic of Korea, or the Peoples Republic of China or any member of the European Union

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ No



3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible security holders be paid a handling fee or commission?

☒ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue

Funds raised will primarily be used to advance revenue generating contracts and product licensing opportunities, as well as fund research and development, marketing, working capital and general corporate expenditure

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue

Only applicable in Australia and New Zealand

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ Yes

3F.5a Please provide further details

Foreign Shareholder restrictions apply to the underlying beneficial holder of Shares. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who hold Shares on behalf of persons who are resident outside Australia or New Zealand are responsible for ensuring that accepting the Offer and receiving Securities does not breach any laws or regulations in the relevant overseas jurisdictions.

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.quantifytechnology.com.au

3F.7 Any other information the entity wishes to provide about the proposed issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the below approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity required to be given/met for the placement or other type of issue

☒ No

Part 7B - Issue details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes

Details of +securities proposed to be issued

ASX +Security Code and Description

QFY : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

15,000,000

Purpose of the issue

In satisfaction of underwriting fees

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price or consideration per +security

AUD 0.00400

Estimated or Actual?

☒ Actual



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ Yes

ASX +Security Code

New class-code to be confirmed

+Security Description

Options exercisable at \$0.008 each expiring 2 years from date of issue

+Security Type

Options

Maximum Number of +securities proposed to be issued

15,000,000

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price or consideration per +security

AUD 0.00400

Estimated or Actual?

☒ Actual

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No



Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0080

Expiry date

Friday February 25, 2022

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

QFY : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Part 7C - Timetable

7C.1 Proposed issue date

Tuesday February 25, 2020

Part 7D - Listing Rule requirements

7D.1 Are any of the +securities proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1a How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

30,000,000

7D.2 Are any of the +securities proposed to be issued without security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.3 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☒ No

7D.4 Will any of the +securities to be issued be +restricted securities for the purposes of the Listing Rules?

☒ No



7D.5 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Lead Manager/Broker & Underwriter details

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue