



## Announcement Summary

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**Entity name**

QUANTIFY TECHNOLOGY HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday September 30, 2020

**The Proposed issue is:**

☒ A placement or other type of issue

**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                | Performance Rights    | 110,000,000                                |
| n/a                | Unlisted Option       | 25,000,000                                 |
| QFY                | ORDINARY FULLY PAID   | 440,000,000                                |

**Proposed +issue date**

Wednesday December 16, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**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**

Wednesday September 30, 2020

**1.6 The Proposed issue is:**

☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

### Part 7A - Conditions

#### 7A.1 - Are any of the following 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

☒ Yes

#### 7A.1a Conditions

| Approval/Condition        | Date for determination   | Is the date estimated or actual?              | ** Approval received/condition met? |
|---------------------------|--------------------------|---|-------------------------------------|
| +Security holder approval | Monday November 30, 2020 | <input checked="" type="checkbox"/> Estimated |                                     |

#### Comments

All securities subject to shareholder approval to be proposed at the company's annual general meeting.

### Part 7B - Issue details

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?

☒ No

#### Details of +securities proposed to be issued

##### ASX +security code and description

QFY : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

240,000,000

##### Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No



**Please describe the consideration being provided for the +securities**

Vendor consideration for acquisition of GSM Innovations Pty Ltd

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

4,800,000.000000

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

☒ Yes

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**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?**

☒ No

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Details of +securities proposed to be issued

**ASX +security code and description**

QFY : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

200,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.02000

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

☒ Yes



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)?  
☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?  
☒ No

Details of +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?  
☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?  
☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Performance Rights

**+Security type**

Performance options/rights

**Number of +securities proposed to be issued**

110,000,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**☒ No**Please describe the consideration being provided for the +securities**

Vendor consideration for acquisition of GSM Innovations Pty Ltd - Vesting date 12 months from date of issue.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

2,200,000.000000

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

Performance options/rights details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0000

**Expiry date**



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**Details of the type of +security that will be issued if the option is exercised**

QFY : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer ASX announcement dated 30 September 2020 titled Acquisition of GSM Innovations to Create Australia's leading electrical Internet of Things provider

**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)?**

☒ New class

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

☒ No

Details of +securities proposed to be issued

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**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?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Unlisted Option

**+Security type**

Options

**Number of +securities proposed to be issued**

25,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

**Please describe the consideration being provided for the +securities**

Part satisfaction of capital raising fees - Options exercisable at \$0.0001 each and expiring three years from date of issue, with 2 year voluntary escrow



**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

500,000.000000

**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 0.0001

**Expiry date**

**Details of the type of +security that will be issued if the option is exercised**

QFY : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Terms and conditions to be included in Notice of Meeting seeking shareholder approval for the issue of the options.

#### Part 7C - Timetable

**7C.1 Proposed +issue date**

Wednesday December 16, 2020

#### Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

☒ Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Monday November 30, 2020

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ No



**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

## Part 7E - Fees and expenses

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

☒ Yes

**7E.1a Who is the lead manager/broker?**

PAC Partners Securities Pty Ltd

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

6% on funds raised of \$2,000,000

25,000,000 options exercisable at \$0.0001 and expiring three years from date of issue

Corporate Advisor retainer of A\$7,500 per month for 12 months

**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.01 The purpose(s) for which the entity is issuing the securities**

240m shares and 110m performance rights as vendor consideration.

200m shares issued to raise \$4m for development costs (\$1.17m), general working capital and corporate overheads (\$2.59m) and capital raising costs (\$0.24m).

**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**

All proposed securities issues are on a proposed post 25:2 consolidation of the company's securities (subject to shareholder approval)