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**SECONDARY TRADING NOTICE**

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Qanda Technology Ltd (**Qanda** or the **Company**) advises that it has today issued the following Securities in consideration for the acquisition of a 100% interest in the business and assets of Caramavan.com:

- 50,000,000 fully paid ordinary shares (**Shares**);
- 50,000,000 unlisted options exercisable at \$0.002 each on or before 2 October 2017 (**Tranche 1 Options**). The Tranche 1 Options are only able to be exercised once the Caramavan business under Qanda's ownership has earned cumulative gross profit of \$300,000; and
- 25,000,000 unlisted options exercisable at \$0.003 each on or before 2 October 2017 (**Tranche 2 Options**). The Tranche 2 Options are only able to be exercised once the Caramavan business under Qanda's ownership has earned cumulative profit before interest, tax, depreciation and amortisation of \$100,000 in any rolling 6 month period from 2 October 2014 to 2 October 2017.

Voluntary escrow periods apply to 37,500,000 Shares as follows:

12,500,000	restricted until 2 April 2015
25,000,000	restricted until 2 October 2015
<hr/>	
37,500,000	
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The Securities have been issued utilising the Company's 15% placement capacity.

An Appendix 3B seeking quotation of the Shares follows this announcement.

**Secondary Trading Notice Pursuant to Paragraph 708A(5)(e) of the Corporations Act 2001 ("Act")**

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By giving this notice, a sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this Notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at the date of this Notice, there is no information:

- (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
  - a. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
  - b. the rights and liabilities attaching to the relevant Securities.

**Authorised by:**

**Chris Noone**  
**CEO and Director**  
**Qanda Technology Ltd**  
**Email: [chris.noone@qandatechnology.com](mailto:chris.noone@qandatechnology.com)**

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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

Name of entity

**QANDA TECHNOLOGY LTD**

ABN

**60 066 153 982**

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   | <b>Shares and Options.</b>   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <b>(a) 50,000,000 Shares<br/>(b) 50,000,000 Tranche 1 Options.<br/>(c) 25,000,000 Tranche 2 Options</b>  |
| 3 | Principal terms of the +securities (eg, 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) | <b>(a) Fully paid ordinary shares.<br/>(b) Options exercisable at \$0.002 each on or before 2 October 2017. These options are only able to be exercised once the Caramavan business under Qanda's ownership has earned cumulative gross profit of \$300,000.<br/>(c) Options exercisable at \$0.003 each on or before 2 October 2017. These options are only able to be exercised once the Caramavan business under Qanda's ownership has earned cumulative profit before interest, tax, depreciation and amortisation of \$100,000 in any rolling 6 month period from the completion date to the expiry date of the option.</b> |

+ See chapter 19 for defined terms.

**Appendix 3B**  
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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) <b>Yes.</b></p> <p>(b) <b>No. Options over unissued shares may only be exercised in accordance with their terms and conditions. Upon conversion of the options to shares, the shares will rank equally with existing shares.</b></p> <p>(c) <b>No. Options over unissued shares may only be exercised in accordance with their terms and conditions. Upon conversion of the options to shares, the shares will rank equally with existing shares.</b></p>
<p>5 Issue price or consideration</p>	<p><b>Nil.</b></p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) <b>The Shares have been issued in accordance with the terms of the asset purchase agreement dated 4 September 2014 in relation to the acquisition of the business and assets of Caramavan.com (“Asset Purchase Agreement”).</b></p> <p>(b) <b>The Tranche 1 Options have been issued in accordance with the Asset Purchase Agreement.</b></p> <p>(c) <b>The Tranche 2 Options have been issued in accordance with the Asset Purchase Agreement.</b></p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p><b>No.</b></p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p><b>Not applicable.</b></p>
<p>6c Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p><b>Not applicable.</b></p>
<p>6d Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>	<p><b>Not applicable.</b></p>

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<sup>+</sup> 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)	Not applicable.	
6f	Number of securities issued under an exception in rule 7.2	Not applicable.	
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.	Not applicable.	
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	Not applicable.	
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	Rule 7.1: 257,446,628. Rule 7.1A: Not applicable.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	2 October 2014.	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		2,736,683,851	Fully paid ordinary shares
		945,869,292	Options exercisable at \$0.002 each on or before 30 April 2017.

+ See chapter 19 for defined terms.

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	Number	+Class
9      Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<b>18,750,000</b>	<b>Notes convertible at \$0.004 each on or before 12 December 2014.</b>
	<b>25,000,000</b>	<b>Notes convertible at \$0.004 each on or before 16 January 2015.</b>
	<b>50,000,000</b>	<b>Options exercisable at \$0.002 each on or before 2 October 2017.</b>
	<b>25,000,000</b>	<b>Options exercisable at \$0.003 each on or before 2 October 2017.</b>
10      Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<b>Not applicable.</b>	

## Part 2 - Bonus issue or pro rata issue

*Questions 11 to 33 Not Applicable*

## 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 – **Shares only**

(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

*Questions 35 to 37 - Not Applicable*

### Entities that have ticked box 34(b)

*Questions 38 to 42 - Not Applicable*

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+ 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 not available now, 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: ..... Date: **2 October 2014**  
**Company Secretary**

Print name: **Karen Logan**

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+ 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

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	894,099,600
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul>	1,374,709,251 <ul style="list-style-type: none"> <li>187,500,000 fully paid ordinary shares issued on 5 November 2013, exception 4;</li> <li>780,000,000 fully paid ordinary shares issued on 19 February 2014, exception 16.</li> <li>357,209,251 fully paid ordinary shares issued on 7 July 2014, exception 1.</li> <li>50,000,000 fully paid ordinary shares issued on 28 August 2014, exception 3.</li> </ul> 400,000,000 <ul style="list-style-type: none"> <li>225,000,000 fully paid ordinary shares issued on 19 February 2014, shareholder approval under Rule 7.1 given at EGM held 10 January 2014;</li> <li>125,000,000 fully paid ordinary shares issued on 14 March 2014, shareholder approval under Rule 7.1 given at EGM held 10 January 2014;</li> <li>50,000,000 fully paid ordinary shares issued on 28 May 2014, shareholder approval under Rule 7.1 given at EGM held 30 July 2014.</li> </ul> Nil

+ See chapter 19 for defined terms.



<p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Not applicable.
<b>“A”</b>	2,668,808,851

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	400,321,328
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>42,875,000</p> <ul style="list-style-type: none"> <li>• 17,875,000 fully paid ordinary shares issued on 26 August 2014;</li> <li>• 50,000,000 fully paid ordinary shares issued on 2 October 2014;</li> <li>• 50,000,000 options exercisable at \$0.002 each on or before 2 October 2017 issued on 2 October 2014;</li> <li>• 25,000,000 options exercisable at \$0.003 each on or before 2 October 2017 issued on 2 October 2014.</li> </ul>
<b>“C”</b>	42,875,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A”</b> x 0.15	400,321,328

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<i>Note: number must be same as shown in Step 2</i>	
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	42,875,000
<b>Total</b> [“A” x 0.15] – “C”	257,446,328 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ See chapter 19 for defined terms.

## Part 2

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

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
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<b>“A” x 0.10</b>	Not applicable.
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<i>Note: number must be same as shown in Step 2</i>	
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<b>Subtract “E”</b>	Not applicable.
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<i>Note: number must be same as shown in Step 3</i>	
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<b>Total [“A” x 0.10] – “E”</b>	Not applicable.
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	<i>Note: this is the remaining placement capacity under rule 7.1A</i>
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