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## SHARE PURCHASE PLAN

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The Directors of Qanda Technology Ltd (ACN 066 153 982) (**Qanda** or the **Company**) are pleased to announce the launch of a Share Purchase Plan (**SPP** or **Offer**), offering eligible existing shareholders an opportunity subscribe for up to \$15,000 worth of fully paid ordinary shares in the Company (**Shares**).

Following the recent placement to institutional and sophisticated investors, the Offer enables Shareholders with smaller parcels of Shares the opportunity to increase their holdings in the Company at a price of \$0.002 per Share. In particular, it will provide an opportunity to any existing eligible Shareholder holding an unmarketable parcel of Shares (being less than \$500 worth of Shares) to increase their shareholding and accordingly trade their Shares on the ASX.

The Directors note that at present, there is a large number of Qanda Shareholders who do not currently hold a marketable parcel of securities. Following completion of the SPP and in accordance with the Company's Constitution, the Company intends to undertake a sale of unmarketable parcels of Shares. Therefore, preferential allocation of new Shares issued under the SPP will be given to applications from smaller Shareholders who currently have less than a marketable parcel size holding.

The Offer entitles eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$15,000 worth of new Shares at an issue price of \$0.002 per Share. The Company proposes to offer 125,000,000 new Shares under the SPP raising a total of up to \$250,000. Should demand exceed this amount, the directors of the Company will consider increasing the number of shares to be issued under this SPP. The maximum number of new Shares that may be issued pursuant to this Offer is limited to 30% of the Company's current issued capital.

The Offer will be available to each person registered as a holder of ordinary shares in the Company at 5.00pm (WST) on Monday, 3 November 2014, who has an address in Australia or New Zealand (**Eligible Shareholders**). Participation in the SPP is entirely voluntary. If you are an Eligible Shareholder and wish to participate in the SPP, you may apply to purchase a parcel of Shares up to a maximum of \$15,000.

The Offer is non-renounceable. This means that Eligible Shareholders cannot transfer their right to subscribe for new Shares under the Offer to anyone else.

It is Qanda's present intention not to accept applications after 21 November 2014. The Company may close the SPP at any time dependent on demand for Shares. Shareholders are

encouraged to submit their applications as soon as possible as the Directors reserve the right to close the SPP early.

Shares issued under the SPP will rank equally with fully existing paid ordinary shares currently on issue in the Company.

An Offer document relating to the SPP will be despatched to Eligible Shareholders on or about 7 November 2014 in accordance with the indicative timetable attached herewith, which will set out the details of the offer and the full Terms & Conditions of the SPP.

Funds raised under the Offer will provide modest additional funding capacity to scale the Company's collaborative consumption opportunities and prepare to launch the existing platform into new product categories.

As previously announced to the market, the Company is seeking approval of a resolution, at the upcoming annual general meeting (**AGM**) to be held on 28 November 2014, to undertake a consolidation of capital such that every 10 securities on issue by the Company be consolidated into 1 security (**Consolidation**). Following the completion of the SPP and pursuant to the notice of AGM dated 28 October 2014 (**Notice of Meeting**), the effect that the Consolidation will have on the capital structure of the Company is as follows:

	<b>Number of Shares</b>	<b>Number of Options</b>	<b>Number of Notes</b>
Balance at the date of the Meeting (assuming 125,000,000 shares are issued under the SPP)	3,236,683,851	1,208,369,292	18,750,000
To be issued pursuant to Resolution 7 of the Notice of Meeting	-	53,000,000	-
To be issued pursuant to Resolutions 8 and 9 of the Notice of Meeting	-	20,000,000	-
<b>Post Consolidation</b>	<b>323,668,385</b>	<b>128,136,929</b>	<b>1,875,000</b>

Refer to the Notice of Meeting for further details of the proposed Consolidation.

CEO, Mr Chris Noone commented, "This offer provides a great opportunity for current shareholders to increase their investment in the Company and participate in its growth potential."

**Authorised by:**

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

## Share Purchase Plan – Key Dates\*

Date	Details
3 November 2014	<b>Record Date 5pm (WST)</b> The date on which Qanda Technology Ltd determined Eligible Shareholders.
5 November 2014	<b>Announcement Date</b> The date the SPP is announced to ASX.
7 November 2014	<b>Despatch of Offer Documents to Shareholders and Opening Date</b> The date the SPP opens and Offer documents are sent to shareholders.
21 November 2014	<b>Closing Date</b> The date on which the SPP closes. Applications and payments (including BPAY) must be received by 5pm (WST).
26 November 2014	<b>Allotment Date</b> The date shares are allotted.
28 November 2014	<b>Despatch Date</b> The date on which holding statements are sent to shareholders.
2 December 2014	<b>Share Trading Date</b> The date on which it is expected that shares will commence trading on the ASX.

\* *Qanda Technology Ltd has the discretion to alter Key Dates other than the Record Date.*