

Q Technology Group Limited

Notice of Annual General Meeting and Explanatory Memorandum

**Annual General Meeting to be held at
Unit 5, 435 Williamstown Road, Port Melbourne, 3207 on Thursday, 22 November 2018
commencing at 2.00pm AEDT**

Q TECHNOLOGY GROUP LIMITED

ABN 27 009 259 876

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Corporate Directory

Directors	Mr Douglas Potter (Non-Executive Director, Chairman)
	Mr Rob Rosa (Non-Executive Director)
	Mr Edmond Tern (Non-Executive Director)
	Mr Howard Whitesmith (Managing Director)
CEO, CFO and Secretary	Mr Andrew Phillips
Registered Office	Unit 5, 435 Williamstown Road
	Port Melbourne VIC 3207
	Telephone: +61 3 9676 7054
	Email: enquiries@qtechnologygroup.com.au
Auditor	Website: www.qtechnologygroup.com.au
	RSM Bird Cameron & Partners
	Level 21, 55 Collins Street
	Melbourne VIC 3000
Lawyers	Telephone: +61 3 9286 8000
	CBW Partners
	1/159 Dorcas Street
	South Melbourne VIC 3205
Share Registry	Telephone: +61 3 8646 3833
	Computershare Investor Services Pty Limited
	Yarra Falls, 452 Johnston Street
	Abbotsford Victoria 3067
ASX Code	QTG (Shares)

Notice of Annual General Meeting

Notice is hereby given that the 2018 Annual General Meeting (**AGM** or **Annual General Meeting** or **Meeting**) of Shareholders of Q Technology Group Limited (ABN 27 009 259 876) (ASX: QTG) (**QTG** or the **Company**), will be held at Unit 5, 435 Williamstown Road Port Melbourne 3207 on Thursday, 22 November 2018 commencing at 2.00pm (AEDT) for the purpose of transacting the following business.

The Explanatory Memorandum and Proxy Form accompanying this Notice of Annual General Meeting are hereby incorporated in and comprise part of this Notice of Annual General Meeting.

AGENDA

1 FINANCIAL STATEMENTS, DIRECTORS' REPORT AND AUDITOR'S REPORT

Period 1 July 2017 to 30 June 2018

To receive and consider the financial statements, the Directors' Report, and the Independent Auditor's Report for the Company for the financial year ended 30 June 2018.

Note: There is no requirement for Shareholders to approve these reports.

2 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, with or without amendment, the following **non-binding resolution**:

"That, for the purposes of section 250R (2) of the Corporations Act 2001(Cth) and for all other purposes, the Remuneration Report as included in the Directors' Report of the Annual Report of the Company for the financial year ended 30 June 2018 be adopted."

The vote on this Resolution 1 is advisory only and does not bind the Company or the Directors.

Voting Exclusion Statement

In accordance with Section 250(R) of the *Corporations Act 2001* (Cth), a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 (as set out above), and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting, and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and

- (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all available proxies **in favour** of Resolution 1.

3 RESOLUTION 2: RE-ELECTION OF DIRECTORS

To consider, and if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, Mr Edmond Tern, non-executive director who retires in accordance with ASX Listing Rule 14.4, and Rule 53 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Recommendation: The Directors (other than the relevant Director in relation to his own re-election) unanimously recommend that Shareholders vote **in favour** of Resolution 2.

4 RESOLUTION 3: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY UNDER LISTING RULE 7.1A

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

“That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, approval is given for the issue of equity securities of up to 10% of the Company’s share capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Statement.”

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

The Chairman intends to vote all available proxies **in favour** of Resolution 3.

Notes to Notice of Meeting

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and forms part of this Notice of Annual General Meeting.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes (disregarding fractions).

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Proxy appointments (and any necessary supporting document) must be received by the Company no later than **48 hours before the commencement of the Meeting**. Proxies received after this deadline will not be effective for the scheduled meeting. Instructions for the lodging proxies are on the proxy form.

Under the *Corporations Act 2001* (Cth):

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the chairperson of the AGM, who must vote the proxies as directed.

Section 250BB of the *Corporations Act 2001* (Cth) provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (b) if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

“Snap-shot” Time

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining the entitlement of Shareholders to vote at the meeting.

The Company’s Directors have determined that, for the purposes of determining voting entitlements at the Annual General Meeting, only those persons registered as holding Shares at 7.00pm (AEDT)

on Tuesday, 20 November 2018 shall be entitled to vote at the meeting. This means that if you are not the registered holder of a Share at that time you will not be entitled to attend and vote in respect of that Share at the Meeting.

Voting Exclusion

Where a voting exclusion applies, 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 Annual General 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.

Undirected Proxies and Voting Restrictions

Where permitted, the Chairman of the Annual General Meeting will vote undirected proxies in favour of all the Resolutions. This will be on the basis that the Proxy Form expressly authorises the Chairman to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

If you appoint a Director (other than the Chairman of the meeting), or any of the Company's other Key Management Personnel or a Closely Related Party of that person, as your proxy and do not direct your proxy how to vote on Resolution 1 the proxy will not be permitted to vote as your proxy on this resolution. Accordingly, if you want your vote to be counted on this Resolution you should direct your proxy how to vote in respect of this Resolution.

Corporate representation

A corporation which is a member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Annual General Meeting. The appointment must comply with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Annual General Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

By Order of the Board,

Andrew Phillips

Company Secretary

Q Technology Group Limited

17 October 2018

Explanatory Memorandum

This Explanatory Memorandum accompanies and forms part of the Q Technology Group Limited (ABN 27 009 259 876) (ASX: QTG) (**QTG** or the **Company**) Notice of Annual General Meeting to be held at Unit 5, 435 Williamstown Road Port Melbourne 3207 on Thursday, 22 November 2018 commencing at 2.00pm (AEDT).

The purpose of this Explanatory Memorandum is to provide Shareholders with information relevant to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read together with the Notice of Annual General Meeting.

BUSINESS

1 FINANCIAL STATEMENTS, DIRECTORS' REPORT AND AUDITOR'S REPORT

1.1 Background

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2018 will be laid before the Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the Auditor's Report and the conduct of the audit may be submitted no later than 5 business days before the meeting date to:

Q Technology Group Limited

PO Box 132

Port Melbourne VIC 3207

OR

email: enquiries@qtechnologygroup.com.au

The auditor will also be allowed a reasonable opportunity to answer written questions at the Annual General Meeting submitted to the auditor.

2 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

2.1 Background

Pursuant to section 250R(2) of the *Corporations Act 2001* (Cth), at the Annual General Meeting, the Company must propose a resolution that the Remuneration Report be adopted.

The Remuneration Report for the financial year ended 30 June 2018 is contained in the Company's 2018 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The purpose of Resolution 1 is to lay before the Shareholders, the Company's Remuneration Report so that Shareholders may ask questions about, or make comments on, the management of the Company in accordance with the requirements of the *Corporations Act 2001* (Cth), and vote on a non-binding resolution to adopt the Remuneration Report for the financial year ended 30 June 2018.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Section 250R (3) of the *Corporations Act 2001* (Cth) provides that **Resolution 1 is advisory only and does not bind the Directors of the Company.**

However, the *Corporations Act 2001* (Cth) has been amended by the *Corporations Amendment (Improving Accountability on Director of the Company and Executive Remuneration) Act 2011* (**Director and Executive Remuneration Act**) which received Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, amongst others, into the *Corporations Act 2001* (Cth), giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a further resolution (the 'spill resolution') on whether another meeting (known as a 'spill meeting') should be held (within 90 days) at which all Directors (other than the Managing Director and any directors appointed since the applicable Directors' Report was approved by the Board) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

If the spill resolution is approved at the annual general meeting by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days of that second annual general to consider the composition of the Board.

The Company's 2016 and 2017 Remuneration Reports did not receive a "no" vote of 25% or more when they were tabled at the respective annual general meetings.

The Chairman of the Annual General Meeting, in accordance with section 250SA of the *Corporations Act 2001* (Cth), will give Shareholders a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

2.2 Voting Exclusion Statement (Resolution 1)

For the purpose of the voting exclusion statement:

- (a) **Key Management Personnel** of the Company and its subsidiaries are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiaries either directly or indirectly. The Key Management Personnel of the Company and its subsidiaries during the year ended 30 June 2018 are listed in the Annual Financial Report of the Company.
- (b) A **Closely Related Party** of a member of the Key Management Personnel for the Company and its subsidiaries means:
 - (i) a spouse or child of the member;
 - (ii) a child of the member's spouse;
 - (iii) a dependant of the member or of the member's spouse;
 - (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
 - (v) a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Meeting under a power of attorney, on the basis that references to persons attending and voting are read as references to persons attending and voting and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

2.3 Directors Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as described in the Remuneration Report, the Directors unanimously recommend that Shareholders vote **in favour** of Resolution 1.

The Chairman intends to vote all undirected proxies **in favour** of Resolution 1. Please refer to the Proxy Form accompanying this Notice of Meeting for more information.

3 RESOLUTION 2: RE-ELECTION OF DIRECTORS

3.1 Background

In accordance with ASX Listing Rule 14.4, and section 53 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election.

The following is the background of the Director who is seeking re-election:

Mr Edmond Tern

Edmond Tern was appointed as Company Secretary and Chief Financial Officer on 27 November 2012 and later joined the Board on 16 December 2014. Edmond resigned from the executive position of Company Secretary and Chief Financial Officer on 25 May 2016, however, remains a Non-Executive Director.

Edmond has extensive commercial experience across multiple industries including ASX listed entities and overseas owned multinationals.

Edmond holds a Bachelor of Economics and Bachelor of Business Administration from University of Windsor, Canada. He is also a member of CPA Australia with Post Graduate Diploma in Strategic Accounting from Monash University.

3.2 Directors Recommendation

The Directors (other than the relevant Director in relation to his own re-election) unanimously recommend that members vote **in favour** of Resolution 2.

The Chairman intends to vote all undirected proxies **in favour** of Resolution 2.

4 RESOLUTION 3: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY UNDER LISTING RULE 7.1A

4.1 Background

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek member approval by special resolution at its annual general meeting to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the annual general meeting, in addition to those under the 15% annual placement capacity (**10% Placement Capacity**).

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity.

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the annual general meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being fully paid ordinary shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue, or date of agreement to issue:

- (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

- (b) plus the number of partly paid Shares that became fully paid in the previous 12 months;
- (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and
- (d) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rules 7.1 or 7.4.

4.2 Technical Information Required by ASX Listing Rule 7.1A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

(b) Date of issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

(c) Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

In addition Shareholders should note that there is a risk that:

- (i) the market price of the Equity Securities may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of Equity Securities under the 10% Placement Capacity calculated in accordance with the formula contained in ASX Listing Rule 7.1A(2).

The table does this by setting out the potential number of Shares issued and funds raised on the basis of:

- (i) the current number of Shares on issue;
- (ii) the number of Shares on issue changing (variable 'A' in the formula); and
- (iii) a variation in the issue price of the Shares (noting that Shares may only be issued at up to a 25% discount based on the volume weighted average price of the Shares calculated over the 15 ASX trading days preceding the issue.

Voting Dilution				
Number of Shares on issue (Variable 'A' in formula)	Dilution Variable	\$0.02 (50% decrease in Current Issue Price)	\$0.04 (Current Issue Price)	\$0.06 (50% increase in Current Issue Price)
46,217,278 (Current)	Additional 10% Shares issued	4,621,728	4,621,728	4,621,728
	Funds Raised	\$92,435	\$184,869	\$277,304
69,325,917 (50% increase)*	Additional 10% Shares issued	6,932,592	6,932,592	6,932,592
	Funds Raised	\$138,652	\$277,304	\$415,956
92,434,556 (100% increase)*	Additional 10% Shares issued	9,243,456	9,243,456	9,243,456
	Funds Raised	\$184,869	\$369,738	\$554,607

** The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that does not require Shareholder approval (such as under a pro-rata rights issue) or an issue of Shares with Shareholder approval under Listing Rule 7.1.*

The table above is based on the following assumptions:

- o The current number of shares on issue is the Shares on issue as at the date of this notice.
- o The Current Issue Price is value of the shares at close of trading on 15 October 2018.
- o The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

4.3 Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including, for either:

- (a) a cash issue price. In this case, the Company may use the funds for working capital or for other corporate purposes; or
- (b) non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable ASX requirements. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon the issue of any Additional 10% Placement Capacity allocation.

4.4 Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both). However the allottees cannot include any related parties or associates of a related party of the Company without a further specific shareholder approval.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

4.5 Previous Approval under ASX Listing Rule 7.1A

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

4.6 Special resolution

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the meeting must be in favour of Resolution 3 for it to be passed.

4.7 Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 3 by:

- (a) any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares; and
- (b) any associate of such person or persons.

However, the Company need not disregard a vote if:

- (c) the vote is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (d) if the vote is cast by the Chairman for a person who is entitled to vote in accordance with a direction on the proxy form.

As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

4.8 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 3.

The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 3.

Glossary

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars

AEDT means Australian Eastern Daylight Saving Time, being the time in Melbourne, Victoria, Australia.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2018.

ASIC means Australian Securities and Investments Commission.

Associate has the same meaning as in the Corporation Act.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules and Listing Rules means the listing rules of the ASX.

Auditor means the auditor of the Company.

Auditor's Report means the auditor's report on the Financial Report.

Board means the Directors of the Company as at the date of this Notice of Meeting.

Chair and Chairman means the person appointed to chair the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Equity Securities has the meaning as in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum to the Notice of Meeting.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel or KMP means key management personnel as identified in the Remuneration Report for the financial year ended 30 June 2018.

Managing Director means the Managing Director of the Company.

Notice or Notice of Meeting means this notice of Annual General Meeting.

Proxy Form means the proxy form attached to the Notice of Meeting.

Q Technology Group and Company means Q Technology Group Limited (ABN 27 009 259 876).

Remuneration Report means the remuneration report contained in the Company's 2018 Annual Report.

Resolution means a resolution contained in this Notice of Meeting.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

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

Shareholder means a shareholder of the Company.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182228

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 2.00pm (AEDT) on Tuesday, 20 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Q Technology Group Limited hereby appoint

☐ the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Q Technology Group Limited to be held at Unit 5, 435 Williamstown Road, Port Melbourne 3207 on Thursday, 22 November 2018 at 2.00pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Edmond Tern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Additional 10% Placement Capacity Under Listing Rule 7.1a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /