

Attention à ASX Markets Announcements Office

Q Technology Group Limited (ASX:QTG)- Form 604 à Notice of change of interests of substantial holder

Attached is a Form 604 Notice of change of interests of substantial holder provided by Helmsman Funds Management Limited ACN 100 489 763 in its capacity as trustee of Helmsman Capital Fund Trust IIA and others of 15 pages (including this cover page) dated 4 August 2020.

Kind regards

Carly Fifita

Practice Manager



KARDOS • SCANLAN
CORPORATE LAWYERS

KARDOS SCANLAN

Level 5, 151 Castlereagh
Street

Sydney NSW 2000
Direct: +61 2 8004 9701

www.kardosscanlan.com.au

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Q Technology Group Limited (QTG)
ACN/ARSN 009 259 876

1. Details of substantial holder (1)

Name Helmsman Funds Management Limited ACN 100 489 763 in its capacity as trustee of Helmsman Capital Fund Trust IIA (HFML).
Australian Executive Trustees Limited ABN 84 007 869 794 as custodian for Specialised Private Capital Limited as responsible entity for the Distressed Assets Fund (AET).
Industry Funds Management (Nominees) Limited ABN 56 003 969 891 as the trustee for IFM Australian Private Equity Funds IV (IFMN).
Helmsman Capital Holdings Pty Limited ACN 124 668 104 as trustee for the Helmsman Capital Holdings Trust (HCH).
Bond Street Custodians Limited ACN 008 607 065 (BSCL).
(together, Helmsman Associates)

ACN/ARSN (if applicable) Noted above.

There was a change in the interests of the
substantial holder on

29/06/2020

The previous notice was given to the company on

05/02/2019

The previous notice was dated

04/02/2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	100,437,681	66.87% (based on 150,206,150 ordinary shares on issue)	102,088,130	67.97% (based on 150,206,150 ordinary shares on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure A	Helmsman Associates	Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (5)	Class and number of securities	Person's votes
Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A	Refer Annexure A

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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
AET, IFMN, BSCL	Ceased to be associate of the substantial holder

6. Addresses

The addresses of the persons named in this form are as follows:

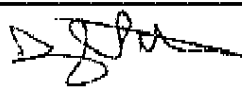
Name	Address
HFML	Suite 503, Level 5, 23 Hunter Street Sydney NSW 2000
AET	Level 22, 207 Kent Street, Sydney NSW 2000
IFMN	Level 29, Casselden Place, 2 Lonsdale Street, Melbourne, VIC 3000
HCH	Suite 503, Level 5, 23 Hunter Street Sydney NSW 2000
BSCL	Level 9, 1 Shelley Street, Sydney NSW 2000

Signature

print name Douglas Potter

capacity
Managing Director

sign here



date 04 August 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Annexure A

Helmsman Associates

This is Annexure 'A' of 2 pages and is referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

Date: 04 August 2020

Sign here



Douglas Potter
Managing Director

3. Changes in relevant interest

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
09/10/2019	BSCL	Bond Street Custodians Limited retired as custodian of the Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IA (Refer Annexure B)	\$Nil	100,437,681 fully paid ordinary shares	100,437,681 fully paid ordinary shares
26/05/2020	Helmsman Associates	Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IA acquired 1,650,449 ordinary shares by way of an off-market transfer (Refer Annexure C)	\$0.002 per ordinary share	1,650,449 fully paid ordinary shares	1,650,449 fully paid ordinary shares
29/06/2020	AET	AET disposed of all the outstanding units that it held in the Helmsman Capital Fund Trust IA and ceased to hold a deemed relevant interest under s608(3)(a) (Refer Annexure D)	\$4,000.00	102,088,130 fully paid ordinary shares	102,088,130 fully paid ordinary shares
29/06/2020	IFMN	IFMN disposed of all the outstanding units that it held in the Helmsman Capital Fund Trust IA and ceased to hold a deemed relevant interest under s608(3)(a) (Refer Annexure D)	\$2,250.00	102,088,130 fully paid ordinary shares	102,088,130 fully paid ordinary shares

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29/06/2020	HCH	HCH disposed of all the outstanding units that it held in the Helmsman Capital Fund Trust IIA and ceased to hold a deemed relevant interest under s608(3)(a) (Refer Annexure D)	\$75.00	102,088,130 fully paid ordinary shares	102,088,130 fully paid ordinary shares
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4. Relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
HFML	Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(1)	102,088,130 fully paid ordinary shares	102,088,130 fully paid ordinary shares
HCH	Helmsman Funds Management Limited in its capacity as a trustee for Helmsman Capital Fund Trust IIA	HFML	Relevant interest under section 608(3) by reason of being the sole shareholder of HFML	102,088,130 fully paid ordinary shares	102,088,130 fully paid ordinary shares

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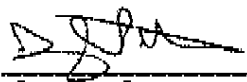
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Annexure B

Relevant Agreement

This is Annexure 'B' of 3 pages and is referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

Date: 04 August 2020

Sign here 

Douglas Potter
Managing Director

Bond Street Custodians Limited
ABN 57 008 607 065
AFS Licence Number 237489
A Member of the Macquarie Group of Companies

Level 6, 50 Martin Place
SYDNEY NSW 2000
GPO Box 4235
SYDNEY NSW 2001

Telephone 1800 814 523 (Australia)
(61 2) 8245 4900 (International)
Facsimile (61 2) 8232 4730

9 October 2019

Helmsman Funds Management Limited
Attention: Douglas Potter
Suite 503, Level 5, 23 Hunter Street
Sydney NSW 2000
Facsimile No: +61 2 9239 8199
Telephone: +61 2 9239 8110
Email: douglas.potter@helmsman.com.au



Dear Directors

Agreement to terminate Custody Agreement

Bond Street Custodians Limited ("Custodian") and Helmsman Funds Management Limited ABN 36 100 489 763 as trustee of Helmsman Capital Fund Trust IIA ("Trustee"), entered into a custody agreement on 19 February 2008 ("Agreement").

In accordance with clause 19.2 of the Agreement, the parties may agree to terminate the Agreement. The parties agree to terminate the Agreement with effect from the date this letter is signed by both parties.

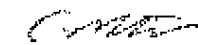
Please contact Steven Zeng on +61 2 8232 7976 if you have any questions in relation to this letter.

[Signatures on next page]

Bond Street Custodians Limited (Sydney)

Executed as a deed

SIGNED for and on behalf of Bond Street Custodians Limited by its duly authorised attorneys in the presence of:


Signature of Witness

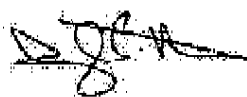
50 Martin Pl. Sydney
Address of Witness

Catherine Mitchell
Full name of Witness

9 October 2019
Date

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Executed by Helmsman Funds Management Limited as trustee of Helmsman Capital Fund Trust IIB in accordance with section 127 of the Corporations Act 2001 (Cth) by:


Director

DOUGLAS POTTER

Name
(BLOCK LETTERS)


Signature of Attorney

Attorney

Office of Attorney (if relevant)

Roger Cartwright

Full name of Attorney

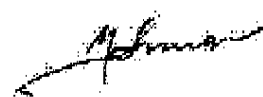

Signature of Attorney

Sally Greenwood
Attorney

Office of Attorney (if relevant)

Sally Greenwood

Full name of Attorney


Director/Secretary

IAN JOHNSON

Name
(BLOCK LETTERS)

Form 604

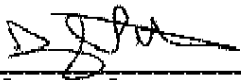
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Annexure C

Relevant Agreement

This is Annexure 'C' of 3 pages and is referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

Date: 04 August 2020

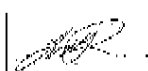

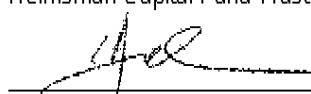
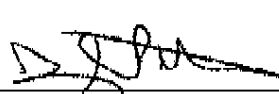
Sign here 

Douglas Potter
Managing Director

STANDARD TRANSFER FORM

For Non-Market Transactions			
Affix stamp or similar duty here		Marking stamp	
FULL NAME OF COMPANY	Q TECHNOLOGY GROUP LIMITED ACN 009 259 876		
STATE/TERRITORY OF REGISTRATION	New South Wales		
DESCRIPTION OF SECURITIES	Class See Schedule 1	Amount paid Fully paid	Amount unpaid Nil
QUANTITY	Words See Schedule 1	Figures See Schedule 1	
FULL NAME OF TRANSFEROR(S)	Robert Adriano Rosa as Rosa Investment Group Pty ATF Rosa Super Fund		Broker's Transfer Identification Number
CONSIDERATION	See Schedule 1		Date of Purchase 26/05 /2020
FULL NAME OF TRANSFEREE(S)	Helmsman Funds Management Limited (ACN 100 489 763) as trustee for the Helmsman Capital Fund Trust IIA		
FULL ADDRESS OF TRANSFEREE(S)	Suite 503, Level 5, 23 Hunter Street, Sydney NSW 2000		
REMOVAL REQUEST	Please remove the above securities on the register of members of the Company as marked against the Transferor.		REGISTER
BENEFICIAL INTEREST	Upon registration of this transfer, the Transferee will hold the above shares beneficially.		

The Transferor, being the registered holder of the above Securities, transfers to the Transferee those Securities for the above consideration or price, subject to the conditions on which they are held at the time of the signing of this transfer. The Transferee agrees to accept the Securities subject to those conditions and to be bound by the constitution of the Company.

SIGNATURE OF TRANSFEROR(S)	Signed by Rosa Investment Group Pty ATF Rosa Super Fund in the presence of:		FOR REGISTRAR USE
	 _____ Signature of witness	 _____ Signed by Robert Rosa	
SIGN HERE <input type="checkbox"/>	_____ Name of witness	_____ Signed by XX (if Applicable)	
DATE SIGNED	26/05/ 2020		
SIGNATURE OF TRANSFEREE(S)	Executed by Helmsman Funds Management Ltd in its capacity as trustee for Helmsman Capital Fund Trust IIA		
	 _____ Signature of director or authorised representative	 _____ Signature of director or authorised representative	
SIGN HERE <input type="checkbox"/>	_____ Name of director or authorised representative	_____ Name of director or authorised representative	
DATE SIGNED	26/05/ 2020		

Schedule 1

Description of Securities	Quantity (words)	Quantity (figures)	Share Price	Total
Fully Paid Ordinary Shares	One million, six hundred fifty thousand, four hundred and forty nine	1,650,449.00	\$0.002	\$3,300.90

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Annexure D

Relevant Agreement

This is Annexure 'D' of 4 pages and is referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

Date: 04 August 2020

Sign here



Douglas Potter
Managing Director

UNIT TRANSFER FORM

Affix Stamp Duty Here		Marking Stamp	
FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA		Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS	Class: ORDINARY UNITS	If not fully paid, paid to: Register:
QUANTITY	Words SEVEN HUNDRED FIFTY THOUSAND		Figures 750,000
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	HELMSMAN CAPITAL HOLDINGS PTY LIMITED AS TRUSTEE FOR HELMSMAN CAPITAL HOLDINGS TRUST		Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT		Date of Purchase 29 JUNE 2020

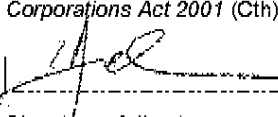
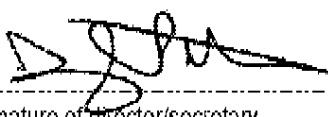
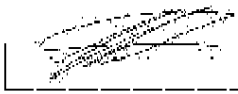
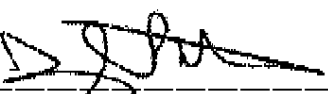
The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer.
If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IIA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer.
The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time.

The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	Executed by Helmsman Capital Holdings Pty Limited as trustee for Helmsman Capital Holdings Trust in accordance with Section 127 of the Corporations Act 2001 (Cth)		FOR REGISTRAR USE
			
	Signature of director	Signature of director/secretary	
	Ian Johnson	Douglas Potter	
	Name of director	Name of director/secretary (print)	
DATE SIGNED	24/06/2020		
TRANSFEREE(S) (Buyer) SIGN HERE	Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)		
			
	Signature of director	Signature of director/secretary	
	Kim Durack	Douglas Potter	
	Name of director	Name of director/secretary (print)	
DATE SIGNED	29/06/2020		

UNIT TRANSFER FORM

Affix Stamp Duty Here

Marking Stamp


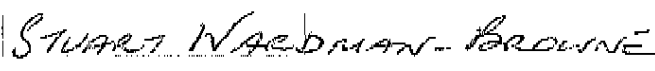
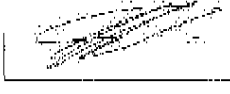
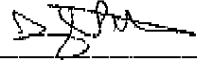
FULL NAME OF TRUST ("TRUST")	HELMSMAN CAPITAL FUND TRUST IIA			Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS	Class: ORDINARY UNITS	If not fully paid, paid to:	Register:
QUANTITY	Words FORTY MILLION			Figures 40,000,000
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	IFM INVESTORS (NOMINEES) LIMITED AS TRUSTEE FOR IFM AUSTRALIAN PRIVATE EQUITY FUND IV			Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT			Date of Purchase 29 JUNE 2020

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer.
If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IIA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer.
The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time.
The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	Executed by IFM Investors (Nominees) Limited (ACN 003 969 891) as trustee for IFM Australian Private Equity Fund IV by its duly appointed attorney  Signature of attorney  Name of attorney		FOR REGISTRAR USE
DATE SIGNED	29 / 06 / 2020		
TRANSFEREE(S) (Buyer) SIGN HERE	Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)  Signature of director Kim Durack Name of director  Signature of director/secretary Douglas Potter Name of director/secretary (print)		
DATE SIGNED	29 / 06 / 2020		

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UNIT TRANSFER FORM

Affix Stamp Duty Here

Marking Stamp

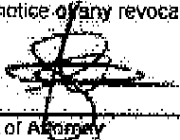

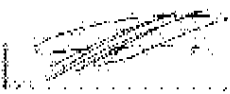
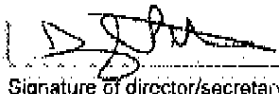
FULL NAME OF TRUST (TRUST)	HELMSMAN CAPITAL FUND TRUST IIA			Jurisdiction of registration Unregistered
DESCRIPTION OF UNITS	Type: UNITS	Class: ORDINARY UNITS	If not fully paid, paid to:	Registrar:
QUANTITY	Words TWENTY-TWO MILLION, FIVE HUNDRED THOUSAND			Figures 22,500,000
FULL NAME(S) OF TRANSFEROR(S) ("Seller")	SARGON CT PTY LTD AS CUSTODIAN FOR DISTRESSED ASSETS FUND			Transfer Identification Number:
CONSIDERATION	\$0.0001 PER UNIT			Date of Purchase 28 JUNE 2020

The Seller, for the consideration specified above, transfers to the Buyer the above units registered in the Seller's name in the Unit Register of the Trust ("Units"), subject to the conditions on which the Seller holds them at the time of signing this transfer. If this transfer is signed by the Seller under a Power of Attorney, the Seller has not received any notice of revocation of the Power of Attorney, by death of the grantor or otherwise, under which this transfer is signed.

PART 2

FULL NAME(S) OF TRANSFEREE(S) ("Buyer")	BCG-IIA PTY LTD (ACN 641 947 382)
FULL ADDRESS OF TRANSFEREE(S)	SUITE 503, LEVEL 5, 23 HUNTER STREET, SYDNEY NSW 2000

The Buyer agrees to accept the Units subject to the conditions on which the Seller holds them at the time of signing this transfer.
The Buyer agrees to accept the registration of the Units in the name of the Buyer in the unit Register of the Trust and to be bound by the Trust Deed relating to the Trust as amended from time to time.
The Seller agrees to deliver the Unit Certificate (if any) it holds for the above Units to the Buyer.

TRANSFEROR(S) (Seller) SIGN HERE	<p>Executed by Sargon CT Pty Ltd ACN 108 424 088 as custodian for Distressed Assets Fund by its Attorney who certifies that he/she has not received notice of any revocation of the Power of Attorney dated 1 November 2018</p> <p> </p> <p>Signature of Attorney Signature of Attorney Pina Spathis</p> <p>FRANCIS VINED Name and Title RELATIONSHIP MANAGER</p> <p>Name and Title Relationship Manager</p>	FOR REGISTRAR USE
DATE SIGNED	24/06/2020	
TRANSFEREE(S) (Buyer) SIGN HERE	<p>Executed by BCG-IIA Pty Ltd (ACN 641 947 382) in accordance with Section 127 of the Corporations Act 2001 (Cth)</p> <p> </p> <p>Signature of director Signature of director/secretary</p> <p>Kim Durack Douglas Potter</p> <p>Name of director Name of director/secretary (print)</p>	
DATE SIGNED	29/06/2020	