



8 July 2019

Dear Shareholder,

On 25 June 2019, Quantify Technology Holdings Limited (**Company**) announced that it is offering eligible shareholders the opportunity to acquire fully paid ordinary shares in the Company (**Shares**) through a non-renounceable pro rata entitlement offer of one (1) Share for every four (4) Shares held by eligible shareholders on Thursday, 11 July 2019 (**Record Date**) at an issue price of \$0.005 per Share (**Issue Price**) to raise \$1,426,238 (before costs), together with one (1) free attaching option exercisable at \$0.01 on or before the date that is two years from the date of issue (**Option**) for every Share subscribed for and issued (**Entitlement Offer**).

In addition, on 25 June 2019, the Company announced that it had received firm commitments for a placement to institutional and sophisticated investors of 200,000,000 Shares at an issue price of \$0.005 to raise up to \$1,000,000 (before costs) (**Placement**).

The proceeds of the Entitlement Offer and Placement will be used by the Company for marketing, research and development and to meet the expenses of the Entitlement Offer and Placement and working capital requirements.

This letter is not an offer to issue Shares or Options to you, nor an invitation for you to apply for Shares or Options. This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for Shares and Options under the Entitlement Offer. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

What is the Entitlement Offer?

The Entitlement Offer is being made by the Company in accordance with section 713 of the Corporations Act 2001 (Cth) (**Corporations Act**). The Company lodged a prospectus for the Entitlement Offer (**Prospectus**) with ASIC and ASX on Friday, 5 July 2019. The Entitlement Offer is fully underwritten by Pinnacle Corporate Finance Pty Ltd and RM Corporate Finance Pty Ltd (**Underwriters**) in equal shares.

The Entitlement Offer involves an offer to Eligible Shareholders of an entitlement to subscribe for one (1) Share for every four (4) Shares held by eligible shareholders on the **Record Date** at an issue price of \$0.005 per Share, together with one (1) free attaching Option for every Share subscribed for and issued (**Entitlement**). The Prospectus sets out further details in respect of the Entitlement Offer.

Who is eligible?

An **Eligible Shareholder** is a person who

- is the registered holder of Shares as at 5:00pm (Sydney time) on the Record Date; and
- has a registered address in Australia or New Zealand.

Shareholders who are not Eligible Shareholders are "Ineligible Shareholders" and are consequently unable to participate in the Entitlement Offer.

Quantify Technology Holdings Ltd ABN: 25 113 326 524

Registered Office: Level 4, 216 St Georges Terrace, Perth WA 6000

Postal Address: P.O. Box 7315, Perth WA 6850

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Why am I not eligible to participate in the Entitlement Offer?

The restrictions upon eligibility are due to a number of factors, including the small number of shareholders in some countries, the number and value of existing Shares they hold and the cost of complying with applicable regulations in those countries.

Having given consideration to these factors, the Company has determined that, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the Corporations Act it would be unreasonable to make the Entitlement Offer to certain shareholders resident in countries outside of Australia and New Zealand.

Unfortunately, according to our records you do not satisfy the criteria for an Eligible Shareholder. In compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, this notice is to inform you that under the terms of the Entitlement Offer, you are not entitled to participate in the Entitlement Offer and as such, you will not be offered any Entitlements under the Entitlement Offer. You will not be sent a copy of the Prospectus.

The Entitlement Offer is non-renounceable. A number of Shares, and free attaching Options, equal to the number that you would otherwise be entitled to subscribe for under the Entitlement Offer will be subscribed for by the Underwriters at the Issue Price. As a result, no amount will be payable by you and you will not otherwise receive any value for Entitlements in respect of any Shares and Options that would have been offered to you if you were an Eligible Shareholder.

For further information about the Entitlement Offer, please call the Company's share registry, Automic Registry Services, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

A copy of the Prospectus may be viewed on the ASX website at www.asx.com.au, or alternatively at the Company's website at www.quantifytechnology.com.

On behalf of the Company, we thank you for your continued support of the Company.

Yours faithfully

Neville Bassett
Company Secretary
QUANTIFY TECHNOLOGY HOLDINGS LIMITED