

QANTM Intellectual Property Limited

ABN 43 612 441 326

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of QANTM Intellectual Property Limited (the **Company**) will be held at Village Roadshow Theatre, State Library of Victoria, 179 La Trobe Street, Melbourne Victoria 3000 on Friday, 17 November 2017 at 2.00pm (AEDT) (**Meeting**).

The Explanatory Notes to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this notice.

Business of the Meeting

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2017.

Item 2: Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding resolution of the Company:

"To adopt the Remuneration Report for the year ended 30 June 2017."

Notes:

- i. In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- ii. A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 3: Election of Director – Ms Abigail Cheadle

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Ms Abigail Cheadle, being a Director who was appointed by the Directors on 9 June 2016 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers herself for election, be elected as a director of the Company."

Item 4: Election of Director – Ms Sonia Petering

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Ms Sonia Petering, being a Director who was appointed by the Directors on 9 June 2016 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers herself for election, be elected as a director of the Company."

Item 5: Election of Director – Mr Cameron Judson

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Mr Cameron Judson, being a Director who was appointed by the Directors on 9 June 2016 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a director of the Company."

IMPORTANT NOTES

Entitlement to Vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Wednesday, 15 November 2017 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

Annual Report

Copies of the Company's full 2017 Annual Report may be accessed on our website under the Investors tab at qantmp.com.

Voting Options and Proxies

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- if a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report) where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2 the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Item 2 is connected with the remuneration of Key Management Personnel (**Key Management Personnel or KMP**).

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 2.00pm (AEDT) on Wednesday, 15 November 2017 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- i. **By mail** to Computershare Investor Services Pty Limited (Computershare) using the reply paid envelope or GPO Box 242, Melbourne Vic 3001. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline;
- ii. **By fax** to Computershare on 1800 783 447 (inside Australia) or +61 3 9473 2555 (outside Australia);
- iii. **Online** via the Company's Share Registry website at www.investorvote.com.au
To login you will need your 6 digit control number as well as your holder identification number or security holder reference number which are shown on your proxy form; or
- iv. **By hand** delivery to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000; and
- v. **Custodians may lodge** their proxy forms online by visiting www.intermediaryonline.com.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Corporate Representatives

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- i. a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- ii. a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Martin Cleaver

Company Secretary
11 October 2017

EXPLANATORY NOTES

Notes on Business

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act, the financial report, directors' report and auditor's report of the Company for the most recent financial year will be presented to the meeting. The financial report contains the financial statements of QANTM Intellectual Property Limited and its subsidiaries.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Deloitte, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2017, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Deloitte in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00pm (AEDT) on Thursday, 9 November 2017. The Company will then pass the questions to the Auditor for consideration.

ITEM 2 – Adoption of Remuneration Report

Reasons for Resolution

In accordance with section 300A of the Corporations Act, the Company has proposed a Remuneration Report for the consideration of Shareholders.

The Remuneration Report is found in the Annual Report for the year ended 30 June 2017.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. However, the Directors will take into account the discussion on this item of business and the outcome of the vote when considering future remuneration arrangements of Directors and senior executives.

Shareholders will have an opportunity to comment on or ask questions about the Remuneration Report.

Director's Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel or a Closely Related Party of any such member unless the person:

- i. votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or
- ii. is the Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolutions even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

ITEMS 3, 4 and 5 – Election of Directors

In accordance with the ASX Listing Rules and the Company's Constitution an election of Directors must be held at each annual general meeting.

Under clause 63.2 of the Company's Constitution, directors appointed by the Board during the year hold office until the next annual general meeting of the Company and are then eligible for re-election.

Ms Abigail Cheadle, Ms Sonia Petering and Mr Cameron Judson were appointed during the year by the Board and as such must be elected by shareholders pursuant to ASX listing rule 14.4 and clause 63.2 of the Constitution.

The election of each of the candidates must be considered and voted on as a separate resolution. Details of the candidates are outlined below.

ITEM 3 – Election of Ms Cheadle

Details of Ms Cheadle are as follows:

Abigail is a chartered accountant and executive director with over 20 years' experience in Australia, Asia, Middle East and Europe. Abigail was formerly a certified fraud examiner and with the Singapore Institute of Directors. Abigail was a partner and head of forensics, Asia at KordaMentha for four years, and was lead director of forensics, Singapore at Deloitte for two years among other professional service roles.

Abigail is a Non- Executive Director of SurfStitch Group Limited (In Voluntary Administration).

Abigail is Chair of the Audit, Risk and Compliance Committee and a member of the People, Remuneration and Culture Committee.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (**ASX Principles**), the Board considers Ms Cheadle to be an independent Director.

Director's Recommendation

The Board (other than Ms Cheadle) supports the re-election of Ms Cheadle and unanimously recommend that Shareholders vote in favour of this resolution.

GLOSSARY

ITEM 4 – Election of Ms Petering

Details of Ms Petering are as follows:

Sonia is an experienced corporate lawyer who commenced her own legal practice in 2001 and holds a Bachelor of Law and Bachelor of Commerce from the University of Melbourne. Sonia is also a Non-Executive Director of TAL Dai-ichi Australia Pty Ltd and Virtus Health Ltd (ASX: VRT). Sonia was formerly Chair of Rural Finance Corporation of Victoria from October 2009 until 30 June 2016 and a director of Transport Accident Commission of Victoria from 2007 until 2016. Sonia is a Fellow of the Australian Institute of Company Directors.

Sonia is a member of the People, Remuneration and Culture Committee and the Audit, Risk and Compliance Committee.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board considers Ms Petering to be an independent Director.

Director's Recommendation

The Board (other than Ms Petering) supports the re-election of Ms Petering and unanimously recommend that Shareholders vote in favour of this resolution.

ITEM 5 – Election of Mr Judson

Details of Mr Judson are as follows:

Cameron is currently CEO of McGrath Limited. Cameron was previously CEO and Managing Director of Chandler Macleod Group Limited from 2012 to July 2015. Cameron began working with Chandler Macleod in 2005 and held various operational and executive roles. Cameron holds a Bachelor of Arts from the University of NSW and a Masters of Business Administration (Executive) from the Australian Graduate School of Management. Cameron is also a member of the Australian Institute of Company Directors.

Cameron is Chairman of the People, Remuneration and Culture Committee and a member of the Audit, Risk and Compliance Committee.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board considers Mr Judson to be an independent Director.

Director's Recommendation

The Board (other than Mr Judson) supports the re-election of Mr Judson and unanimously recommend that Shareholders vote in favour of this resolution.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

A\$ or \$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, Australia.

Annual General Meeting or Meeting or AGM means the meeting convened by the Notice.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

Board means the current board of directors of the Company.

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

Company means QANTM Intellectual Property Limited (ACN 612 441 326).

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel (or KMP) has the meaning as defined in section 9 of the Corporations Act.

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Meeting means the annual general meeting of the Company to be held at Village Roadshow Theatre, State Library of Victoria, 179 La Trobe Street, Melbourne Victoria 3000, to which this Notice relates.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2017.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Meeting Venue

Village Roadshow Theatrette
State Library of Victoria
179 La Trobe Street
Melbourne Victoria 3000

Meeting Date

Friday, 17 November 2017

Commencing at 2:00pm (AEDT)

Directions

Walking:

Entry to the Village Roadshow Theatrette is from Entry 3, 179 La Trobe Street. Refer to Location Map below.

Bike:

There are separated bike lanes in both directions on Swanston and La Trobe streets. Bike racks are located on and near the corner of Swanston and La Trobe streets, Swanston and Little Lonsdale streets.

Parking:

There is paid street parking on La Trobe Street and several pay car parks close by, including at Melbourne Central and QV. There are three parking spaces for people with a disability permit in La Trobe Street.

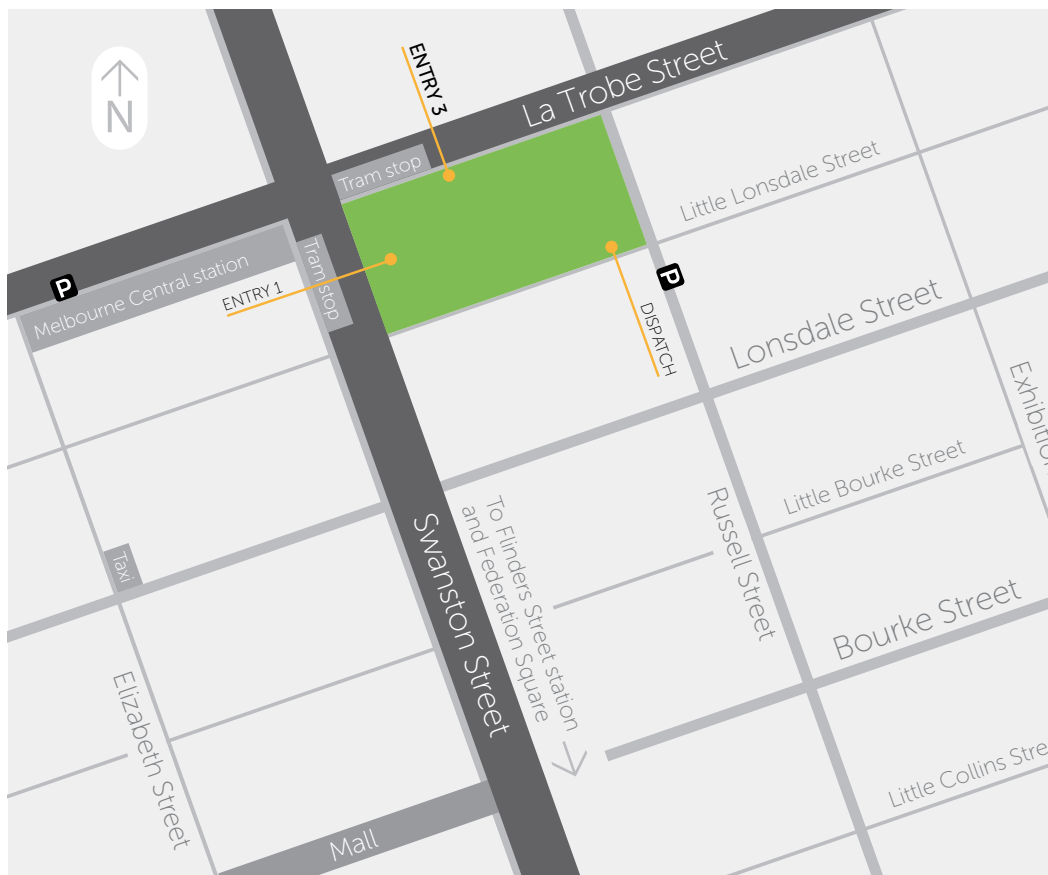
Public Transport:

Train – Melbourne Central station is directly opposite the Library's Swanston Street entrance. Country travellers can transfer to metropolitan trains at Southern Cross or North Melbourne stations.

Tram – there are tram stops near entrances on Swanston Street and La Trobe Street

Bus – the nearest stops are in Lonsdale, Russell and Exhibition streets.

Location map of AGM



Entry to the Village Roadshow Theatrette, State Library of Victoria is from Entry 3, 179 La Trobe Street.



QANTM Intellectual Property Limited

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