

For personal use only

qanda technology.

QANDA TECHNOLOGY LTD

ABN 60 066 153 982

SHARE PURCHASE PLAN

Eligible Shareholders may purchase parcels of
shares up to the value of \$15,000

This is an important document that requires your attention

7 November 2014

Dear Shareholder,

INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

Qanda Technology Ltd (ACN 006 153 982) (the **Company**) is pleased to present to you the opportunity to apply to increase your investment in the Company through an offer of shares under the Company's Share Purchase Plan (**SPP**).

As announced on 5 November 2014, the Company is raising up to \$250,000 through the SPP. The main reasons behind the Company's decision to launch the SPP are:

1. to give existing shareholders the opportunity to subscribe for shares in the Company at an issue price of \$0.002 per share, given the recent placement to institutional and sophisticated investors;
2. to provide existing shareholders that hold an unmarketable parcel of shares (being less than \$500 worth of shares) with the opportunity to increase their holding to a marketable parcel level without having to incur brokerage fees; and
3. to provide modest additional funding capacity to scale the Company's collaborative consumption opportunities more rapidly and prepare to launch the existing platform into new product categories.

At present, the Company has a large number of shareholders who hold less than a marketable parcel of securities (worth less than \$500, based on the latest closing sale price of the Company's securities on ASX). 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

The SPP is offered exclusively to all eligible shareholders who were recorded on the Company register at 5pm (WST) on Monday, 3 November 2014.

The SPP provides shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or commission costs, irrespective of the size of their shareholding, up to a maximum value of \$15,000.

The offer price is 0.2 cents (\$0.002) per share. The minimum application amount is \$500 and the maximum is \$15,000. The offer price of \$0.002 per share was the closing price of the Company's shares on the ASX on 3 November 2014.

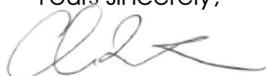
The number of shares currently offered under the SPP is 125,000,000 shares raising up to a total of \$250,000. Should demand exceed this amount the directors of the Company will consider increasing the number of shares to be issued under this SPP to the maximum amount permitted by the Listing Rules, ie 30% of the number of shares already on issue.

Participation in the SPP is optional and the right to participate is not transferable. The offer to participate in the SPP closes at 5.00pm (WST) on Friday, 21 November 2014. If you do not wish to participate, you may disregard this booklet.

Full details on the SPP and how to participate are contained in this booklet. To apply for a parcel of shares under the SPP please read these documents carefully and follow the instructions on the enclosed personalised application form.

Your continuing support as a shareholder of Qanda Technology Ltd is appreciated.

Yours sincerely,



Chris Noone
CEO and Director

For personal use only

THE OFFER AT A GLANCE

Key Dates*

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

Offer Details

Please note the maximum application amount per shareholder is \$15,000. The following table sets out the alternative amounts shareholders may apply for under the SPP Offer:

Investment Amount	No. of Shares at \$0.002	Note
\$500	250,000	Minimum Application Amount
\$2,000	1,000,000	Alternate Application Amount
\$5,000	2,500,000	Alternate Application Amount
\$10,000	5,000,000	Alternate Application Amount
\$15,000	7,500,000	Maximum Application Amount

For personal use only

QUESTIONS AND ANSWERS

1. What is the Share Purchase Plan?

The Share Purchase Plan (**SPP**) is an opportunity for eligible shareholders to purchase additional ordinary shares in the Company without brokerage and commission costs.

All shares issued to you under the SPP will rank equally with your existing shares and will carry the same voting rights and other entitlements.

2. What is the Issue Price of the Shares?

The issue price is 0.2 cents (\$0.002) per share. This price was the closing price of the Company's shares on the ASX on 3 November 2014. You should note that the market price of the Company's shares may rise or fall between the date of this offer and the date the shares are allotted under the SPP. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the shares applied for under the SPP are allotted and issued.

3. How many Shares can I apply for under the SPP?

Regardless of the number of shares you currently hold, you are entitled to apply for a parcel of shares in the Company valued at either \$500, \$2,000, \$5,000, \$10,000 or \$15,000. You may only apply for one of these parcels.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the SPP in all capacities is \$15,000.

By applying to purchase shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP as set out in this offer document.

4. How do I apply for Shares under the SPP?

If you wish to participate in the SPP, please follow the instructions set out on the enclosed personalised application form and send this form together with your cheque or money order made payable to "Qanda Technology Ltd" to:

Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953 Australia

Alternatively you can make a BPAY payment as shown on the application form. Provided you are not a Custodian, you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. *BPAY customers must use the customer reference number shown on the Application Form which is required to identify your holding.*

If you wish to participate you should ensure that your **application form and payment is received by no later than 5pm (WST) on Friday, 21 November 2014.**

Please allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment.

5. How long is the SPP offer open for?

The SPP opens on Friday, 7 November and is expected to close on Friday, 21 November 2014.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5pm (WST) on Friday, 21 November 2014.**

6. Do I have to participate in the SPP?

Participation in the SPP is voluntary.

Before you apply for shares we recommend you seek independent financial advice from your professional advisor or stockbroker.

7. Further assistance

If you have any questions in relation to the SPP please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company's share registry on +61 8 9315 2333.

For personal use only

TERMS AND CONDITIONS

This document sets out the terms and conditions of the offer under the Share Purchase Plan.

Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer shareholders of Qanda Technology Ltd ABN 60 066 153 982 (**Company** or **Qanda**) the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of \$15,000 without the need to pay brokerage or commission costs and without the need for the Company to issue a Prospectus, upon the terms and conditions set out below

Shareholders Eligibility to Participate

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company at 5.00pm (WST) on 3 November 2014 (**Record Date**), who has an address in Australia or New Zealand (**Eligible Shareholders**).

Due to foreign security laws, it is not practical for shareholders who are resident in other countries to participate under the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares between any joint or individual holdings.

If you are a Custodian and are the registered holder of shares on behalf of one or more persons (each a Beneficiary), the offer is made to you and you have the discretion whether to extend the offer to the Beneficiaries. Custodians must request a Custodian Certificate when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the Custodian application process, you should contact the Company's share registry. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

If you hold shares as a trustee or nominee for another person, but are not a "Custodian" as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, the shareholder shall be deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$15,000. Furthermore shareholders will be deemed to have confirmed, in relation to all shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by Qanda's Constitution in respect of all the shares issued to them under the SPP.

Issue Price

The price of shares to be issued under the SPP will be 0.2 cents (\$0.002) per share.

The market price of shares in Qanda may rise or fall between the date of this offer and the date that new shares are issued to you. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the shares applied for under the SPP are issued and allotted.

The current trading price of Qanda can be monitored via the ASX website, www.asx.com.au, by entering the share code "QNA".

Application and Notices

At the discretion of the directors of the Company, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of shares under the SPP valued at either \$500, \$2,000, \$5,000, \$10,000 or \$15,000.

If you wish to participate in the SPP you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form.

It is Qanda's present intention not to accept applications after 21 November 2014 (**Closing Date**). 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.

The Company reserves the right to reject any application where there is non-compliance with this rule or any other terms or conditions of the SPP.

Oversubscriptions or refunds of other application monies will be without interest.

Scaleback and Preference

Qanda does not intend to issue more than 125,000,000 ordinary shares under the SPP. If applications for more than 125,000,000 shares are received, the Company may in its absolute discretion choose to issue more shares as permitted under ASX Listing Rules or undertake a scaleback to the extent and in the manner it sees fit. Any scaleback will be announced on 26 November 2014 (**Allotment Date**).

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.

Shares Issued under the SPP

Shares issued under the SPP will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHESS notification will be issued in respect of all shares.

After the issue of shares under the SPP, the Company will make application for these shares to be listed for quotation on the official list of the ASX.

Consolidation of capital

As previously announced to the market, the Company is putting a resolution to the upcoming annual general meeting (**AGM**) to be held on 28 November 2014 to undertake a consolidation of capital such that every 10 securities 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 which the Consolidation will have on the capital structure of the Company is as follows:

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

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

Modification and Termination of the SPP

The Board may, in its absolute discretion, amend, modify, suspend or terminate the SPP at any time (including, without limitation, by extending the Closing Date). The Company will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

Qanda may issue to any person fewer shares than subscribed for under the SPP (or none at all) if Qanda believes that the issue of those shares would contravene any law or the ASX Listing Rules.

Dispute Resolution

Qanda may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of Qanda will be conclusive and binding on all participants and other persons to whom the determination relates.

Qanda reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Qanda under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

ASIC & ASX Relief

This offer of new shares under the SPP is made in accordance with the relief granted under ASIC Class Order 09/425. This class order grants relief from the requirement to prepare a prospectus for the offer of new shares under the SPP.

Governing Law

The SPP is governed by the law in force in New South Wales. By applying for shares under the SPP, you submit to the non-exclusive jurisdiction of the courts of New South Wales.

Contact Details

If you have any questions regarding the SPP or how to deal with this offer, please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company's share registry on +61 8 9315 2333.

For personal use only

SHARE PURCHASE PLAN APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
LEVEL 5
181 MILLER STREET
NORTH SYDNEY NSW 2060
AUSTRALIA

QANDA TECHNOLOGY LTD

ACN: 066 153 982

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

Record Date:

NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 21 NOVEMBER 2014

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary (**Shares**) which will be issued in accordance with the Share Purchase Plan (**SPP**) and the Constitution of the Company as stated below: *(please mark "X" to indicate one choice only)*

		TOTAL SUBSCRIPTION AMOUNT @ \$0.002 PER SHARE	NUMBER OF SHARES
OFFER A - maximum amount	<input type="checkbox"/>	<input type="text" value="\$15,000.00"/>	<input type="text" value="7,500,000"/>
OFFER B	<input type="checkbox"/>	<input type="text" value="\$10,000.00"/>	<input type="text" value="5,000,000"/>
OFFER C	<input type="checkbox"/>	<input type="text" value="\$5,000.00"/>	<input type="text" value="2,500,000"/>
OFFER D	<input type="checkbox"/>	<input type="text" value="\$2,000.00"/>	<input type="text" value="1,000,000"/>
OFFER E	<input type="checkbox"/>	<input type="text" value="\$500.00"/>	<input type="text" value="250,000"/>

- (2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the new Shares allotted to me/us.
- (4) I/We agree to be bound by the Constitution of the Company and the terms of the SPP.
- (5) I/We hereby agree to accept any lesser number of new Shares applied for.
- (6) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification- see overleaf for details.**
- (7) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER
()

EMAIL ADDRESS

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.

REGISTRY DATE STAMP



Billers Code: 159483
Ref:



CHEQUE/MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **QANDA TECHNOLOGY LTD** and crossed "Not Negotiable".

BPAY® this payment via internet or phone banking.
Your **BPAY®** reference number is unique to this offer and is not to be used for any other offer.

E & O.E.

PAYMENT INSTRUCTIONS



Biller Code: 159483

BPAY® this payment via internet or phone banking. Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.



CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Shares than the number of Shares applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Shares subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to QANDA TECHNOLOGY LTD. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them at the address on this form.