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Company Announcements Officer
Australian Securities Exchange

ASX RELEASE

“Internet of Things” company, Quantify Technology Pty Ltd, seeks ASX Listing via merger with Cape Range

Australian “Internet of Things” company Quantify Technology Pty Ltd (**Quantify**) and Cape Range Ltd (**Cape Range** or the **Company**) have today announced plans for an amalgamation which will result in Quantify’s shareholder becoming the major shareholder of Cape Range.

The parties confirm having today entered into a binding Heads of Agreement that will see Quantify merge with Cape Range via the issue of 100,000,000 Cape Range shares and, subject to the attainment of pre-determined milestones, the issue of up to an additional 25,000,000 Cape Range Performance Shares and the payment of up to \$1,500,000 in cash. Cape Range will also issue up to 10,000,000 Options, each exercisable at \$0.20 and expiring 30 December 2018, to be granted to parties that hold Options in Quantify on similar terms. The transaction is subject to a number of conditions precedent, including due diligence and approval by Cape Range shareholders.

Quantify is an Australian company whose revolutionary technology has global applications and the potential to bring billions of disparate endpoints into the Internet realm as truly IP connected, manageable devices. The “Internet of Things” global market (technology and services) is estimated in an International Data Corporation (IDC) report to generate global revenues of \$8.9 trillion by 2020, growing at a compound annual rate (CAGR) of 7.9% and Quantify’s technology is well placed to become a “standard” of the market.

Since its inception, Quantify has developed a sophisticated system that includes wired and wireless connectivity of a suite of devices that brings a unified “Internet of Things” platform to every room of the home, every office of commercial buildings and a range of other situations that require true IP connectivity to empower the “Internet of Things”.

Quantify’s devices provide an easy to install platform that will enable wide ranging “Internet of Things” applications including Advanced Power Management and Smart Grid applications, Intelligent and Responsive buildings, Advanced sensors providing connected real-time environmental sensing, audio and video communications and critical control, reporting and management over an ever expanding range of potential applications as the burgeoning “Internet of Things” market evolves.

Quantify founder, Mark Lapins said: “The transaction provides Quantify with an efficient and effective corporate structure on which to execute its strategy to become an internationally significant “Internet of Things” technology developer and supplier.

A listing on the ASX gives us the right corporate structure and the timely access to capital markets to pursue the next phase of our commercialisation. We have a clear strategy to utilise and enhance our developed technologies to build a company that can capitalise, both in Australia and internationally, on its revolutionary technology platform.”

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Cape Range Chairman Wayne Johnson said: "The Company's Board is excited to participate in the global expansion of such an outstanding Australian technology that has the potential to bring numerous benefits to millions of consumers globally.

The transaction provides Cape Range shareholders with the opportunity to participate in the development of what the board believes will be a globally significant technology with both local and international market appeal."

Quantify has secured approval for Australian patenting for its technology as well as approval for patenting in over 140 countries via the Patent Cooperation Treaty (PCT) process.

On approval of the transaction, Quantify will nominate Mark Lapins and businessman and lawyer Alex Paor to the Board of Cape Range.

Completion of the acquisition is conditional upon the satisfaction (or waiver) of certain conditions precedent including:

- a. completion of legal and financial due diligence by Cape Range on Quantify within the period of one (1) month after the date of the Heads of Agreement (or such other date as agreed by the parties in writing) and the results of that due diligence being satisfactory to Cape Range (in its sole and absolute discretion);
- b. completion of legal and financial due diligence by Quantify on Cape Range within the period of one (1) month after the date of the Heads of Agreement (or such other date as agreed by the parties in writing) and the results of that due diligence being satisfactory to Quantify (in its sole and absolute discretion);
- c. the shareholder of Quantify entering into a formal share sale and purchase agreement in order for Cape Range to acquire 100% of the issued shares of Quantify as agreed pursuant to the Heads of Agreement;
- d. the approval of the shareholders of Cape Range being obtained in general meeting for the performance of the transactions contemplated by the Heads of Agreement in accordance with the requirements of the ASX Listing Rules and the *Corporations Act 2001* (Cth), including, without limitation, approval for:
 - (i) the appointment of up to two Board Appointees to the board of Cape Range;
 - (ii) the change in the nature and/or scale of Cape Range's activities in accordance with ASX Listing Rule 11.1.2;
 - (iii) the allotment and issue of cash and securities to the Quantify shareholder;
 - (iv) the issue of Cape Range shares under the Prospectus (defined below); and
 - (v) the change of name of Cape Range to "Quantify Limited" or other such name

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Proposed Timetable*

An indicative timetable for the acquisition of Quantify and associated corporate activities is set out below:

Event	Date
Announcement of transaction	19 January 2015
General Meeting to approve acquisition	April 2015
Complete Prospectus capital raising	April/May 2015
Re-instatement to trading	May 2015

Note: The timetable set out above is indicative only and is subject to change. Cape Range will keep shareholders informed on the timing of implementing the transaction as it progresses.

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Company Secretary

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