Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To Company Name/Scheme QANTM INTELLECTUAL PROPERTY LIMITED (QIP)

ACN/ARSN ACN 612 441 326

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed

in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 31/08/2016

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	8,441,433	8,441,433	
Total	8,441,433	8,441,433	6.35%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset	Advance Asset	6,437,013	Ordinary
Management Limited	Management Ltd is the		
	responsible entity of		
	various managed		
	investment schemes and		
	also acts as a fund		
	manager.		
BT Funds Management	BT Funds Management	142,014	Ordinary
(NZ) Limited	(NZ) Limited is the		
	manager of various		
	superannuation funds,		
	institutional investor		
	portfolios and unit trusts		
	and, in that capacity, can		
	exercise the power to		
	vote or dispose of the		
	shares.		

BT Funds Management	BT Funds Management	36,279	Ordinary
Limited	Limited is the manager		-
	of various		
	superannuation funds,		
	institutional investor		
	portfolios and unit trusts		
	and, in that capacity, can		
	exercise the power to		
	vote or dispose of the		
	shares.		
BT Investment	BT Investment	1,826,127	Ordinary
Management (Fund	Management (Fund		
Services) Limited	Services) Limited is the		
	responsible entity of		
	various managed		
	investment schemes and,		
	in that capacity, can		
	exercise the power to		
	vote or dispose of the		
	shares.		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
BT Funds Management Limited	BT Portfolio Services Limited	See Annexure 'A'	36,279 Ordinary
BT Funds Management (NZ) Limited	Guardian Nominees No.2 Ltd	See Annexure 'A'	142,014 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	1,826,127 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	6,437,013 Ordinary

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant	Date of acquisition	Consideration (9)		Class and number of
interest		Cash	Non-cash	securities
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney
BT Funds Management Limited	NSW 2000 Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
QANTM INTELLECTUAL PROPERTY LIMITED (QIP)	The Company Secretary QANTM INTELLECTUAL PROPERTY LIMITED (QIP) Level 15, 1 Nicholson Street Melbourne VIC 3000
	Tel: 61 3 9354 2777

Signature

Print name	Tim Hartin	Capacity	Company Secretary	
Sign here		Date	02/09/2016	

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with 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.

- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write "unknown".
- (9) 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.

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ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

 $Tim\ Hartin-Company\ Secretary,\ Westpac\ Banking\ Corporation-02/09/2016$

Sales & Purchases for the period : 30/04/2016to 31/08/2016

SECURITY: QIP

Date	Registered Company	Quantity	Consideration	Class of Securities
18/08/2016	HSBC Custody Nominees (Australia) Limited.	6,437,013	14,290,168.86	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	6,437,013	.00	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	-6,437,013	.00	Ordinary
	Total	6,437,013	14,290,168.86	Ordinary
	Advance Asset Management Limited Total :	6,437,013	14,290,168.86	
BT Funds Mana	agement Limited			
Date	Registered Company	Quantity	Consideration	Class of Securitie
29/08/2016	BT Portfolio Services Limited	8,290	18,403.80	Ordinary
29/08/2016	BT Portfolio Services Limited	1,000	2,220.00	Ordinary
29/08/2016	BT Portfolio Services Limited	2,358	5,234.76	Ordinary
29/08/2016	BT Portfolio Services Limited	4,505	10,001.10	Ordinary
29/08/2016	BT Portfolio Services Limited	10,000	22,200.00	Ordinary
29/08/2016	BT Portfolio Services Limited	9,000	19,980.00	Ordinary
29/08/2016	BT Portfolio Services Limited	1,126	2,499.72	Ordinary
	Total	36,279	80,539.38	Ordinary
	BT Funds Management Limited Total :	36,279	80,539.38	
BT Funds Mana	agement (NZ) Limited			
Date	Registered Company	Quantity	Consideration	Class of Securitie
18/08/2016	Guardian Nominees No.2 Ltd	142,014	332,582.59	Ordinary
29/08/2016	Guardian Nominees No.2 Ltd	142,014	329,302.06	Ordinary
29/08/2016	Guardian Nominees No.2 Ltd	-142,014	-329,302.06	Ordinary
	Total	142,014	332,582.59	Ordinary
	BT Funds Management (NZ) Limited Total :	142,014	332,582.59	
BT Investment	Management (Fund Services) Limited			
Date	Registered Company	Quantity	Consideration	Class of Securitie
18/08/2016	HSBC Custody Nominees (Australia) Limited.	1,126,127	2,500,001.94	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	1,126,127	.00	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	700,000	1,715,000.00	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	-1,126,127	.00	Ordinary
	Total	1,826,127	4,215,001.94	Ordinary
	BT Investment Management (Fund Services)	1,826,127	4,215,001.94	

ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 02/09/2016

Westpac Banking Corporation	Australia	Series 2011-3 WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2012-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2013-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2013-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2014-1 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2014-2 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2015-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	SIE-Lease (New Zealand) Pty Limited	New Zealand
Ascalon Capital Managers (Asia) Limited	Hong Kong	Sixty Martin Place (Holdings) Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Business Finance Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Custodial Pty Limited	Australia
Asgard Capital Management Limited	Australia	St.George Equity Finance Limited	Australia
Asgard Wealth Solutions Limited Australian Loan Processing Security Company Pty	Australia	St.George Finance Holdings Limited	Australia
Ltd	Australia	St.George Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Life Limited	Australia
Belliston Pty Limited	Australia	St.George Motor Finance Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Australia Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Financial Group (NZ) Limited	New Zealand	The Home Mortgage Company Limited	New Zealand
BT Financial Group Pty Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Value Nominees Pty Limited	Australia
BT Funds Management Limited	Australia	W2 Investments Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Securities Australia Limited	Australia
BT Portfolio Services Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Private Nominees Pty Limited	Australia	Westpac Administration Pty Limited	Australia
BT Securities Limited	Australia	Westpac Administration 2 Limited	Australia
BT Short Term Income Fund	Australia	Westpac Administration 3 Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac Administration 4 Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Finance (NZ) Limited	Australia	Westpac Americas Inc.	USA
Capital Finance Australia Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Capital Fleetlease Limited	Australia	Westpac Capital Holdings Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Capital Rent Group Limited	New Zealand	Westpac Capital Markets LLC	USA
CBA Limited	Australia	Westpac Capital Trust IV	USA
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Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
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Oniston Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Properties Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac RE Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Securities Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Securitisation Management Pty Limited	Australia
Reinventure Fund II ILP	Australia	Westpac Singapore Limited	Singapore
RMS Warehouse Trust 2007-1	Australia	Westpac Structured Products Limited	Australia
Sallmoor Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Securitor Financial Group Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Seed Pool Trust No. 2	Australia	Westpac Term PIE Fund	New Zealand
Series 2008-1M WST Trust	Australia	Westpac TPS Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac USA Inc.	USA
Series 2011-2 WST Trust	Australia		

Note: Westpac retains 30.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (30.0%)

BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)

Australia