



the digital marketing group

3 June 2011

The Manager
Company Announcements Office
Australian Stock Exchange Limited
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir /Madam,

**APPENDIX 3B -
NEW ISSUE ANNOUNCEMENT, APPLICATION FOR QUOTATION OF ADDITIONAL
SECURITIES AND AGREEMENT**

We refer to the Appendix 3B lodged on 29 April 2011 applying for quotation of approximately 67,788,036 fully paid ordinary shares to be issued under the 1:1 accelerated non renounceable rights issue. The rights issue is now closed and the total number of shares to be issued is 21,069,298 fully paid ordinary shares.

Accordingly, an amended Appendix 3B is attached.

Pursuant to the Company's announcement on 30 May 2011, the Company reserves the right to place the shortfall shares (46,718,738 shares) at the discretion of the Company within 2 months of the closing date, ie. 27 July 2011.

Yours faithfully,

Jeff Ewing
CFO/Company Secretary

For further information please contact:

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Q LTD

ABN

13 083 160 909

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | | | | | | | | | |
|-------------------------------------|--|---|-------------------------------------|--|---------------------------------|------------|--------------------------|------------------|-------|-------------------|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares | | | | | | | | |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <table border="1"><tr><td colspan="2">Fully Paid Ordinary Shares Issued :</td></tr><tr><td>Institutional Entitlement Offer</td><td>12,855,486</td></tr><tr><td>Retail Entitlement Offer</td><td><u>8,213,812</u></td></tr><tr><td>Total</td><td><u>21,069,298</u></td></tr></table> | Fully Paid Ordinary Shares Issued : | | Institutional Entitlement Offer | 12,855,486 | Retail Entitlement Offer | <u>8,213,812</u> | Total | <u>21,069,298</u> |
| Fully Paid Ordinary Shares Issued : | | | | | | | | | | |
| Institutional Entitlement Offer | 12,855,486 | | | | | | | | | |
| Retail Entitlement Offer | <u>8,213,812</u> | | | | | | | | | |
| Total | <u>21,069,298</u> | | | | | | | | | |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | On the same terms as all ordinary shares currently on issue | | | | | | | | |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

Yes

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- 5 Issue price or consideration

2.3 cents per share

- 6 Purpose of the issue
 (If issued as consideration for the acquisition of assets, clearly identify those assets)

Funds will be used by the Company in the development of digital assets, to reduce trade creditors, as working capital and to pay for the expenses of the Offer (approximately \$40,000)

- 7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates

- Holding statement for the New Shares issued under the Institutional Entitlement Offer was despatched on 11 May 2011
- Holding statement for the New Shares issued under the Retail Entitlement Offer will be despatched on 2 June 2011

- 8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)

Number	⁺ Class
67,788,036	ORDINARY
<u>21,069,298</u>	
<u>88,857,334</u>	

⁺ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number		⁺ Class
		95,500	Employee	OPTIONS
		<u>43,334</u>	Directors	
		<u>138,834</u>		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged		

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No	
12	Is the issue renounceable or non-renounceable?	Non-renounceable	
13	Ratio in which the ⁺ securities will be offered	One new ordinary share for every one share held on the record date	
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares	
15	⁺ Record date to determine entitlements	5 May 2011	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A	
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Offer, the number of shares will be rounded up to the nearest whole share.	
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries except Australia and New Zealand. For shareholders with a registered address outside Australia and New Zealand their entitlement will fall into the Shortfall as set out in the Offer Document.	
19	Closing date for receipt of acceptances or renunciations	• Institutional Entitlement Offer - 3 May 2011 • Retail Entitlement Offer - 27 May 2011	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	NIL
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	9 May 2011 - Retail Entitlement Offer document and Entitlement and Acceptance Form to eligible retail securityholders.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	2 May 2011
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Despatch date See Item 7 above

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr><th style="text-align: left; padding: 5px;">Number</th><th style="text-align: left; padding: 5px;">+Class</th></tr></thead><tbody><tr><td style="height: 60px;"></td><td style="height: 60px;"></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

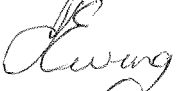
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


..... Date: 3 June 2011
Company Secretary

Print name: JEFF EWING

+ See chapter 19 for defined terms.