qxq
the digital marketing group

16 July 2013

ASX RELEASE

Q LTD SIGNS SHARE PURCHASE AGREEMENT WITH PELLAM RD PTY LIMITED

Q Ltd ("QXQ") has today executed a Share Purchase Agreement (SPA) to acquire 80% of the issued shares in Pellam Rd Pty Limited (Pellam).

Pellam's assets consist of a lease over land in Miles, Queensland, on which a mining accommodation village is intended to be built. The village will consist of 580 rentable single bedroom units, 41 staff and manager units plus kitchens and common facilities.

The transaction furthers the investment by QXQ in the Mining / Short term accommodation services sector by adding to its acquisition of Alpha Accommodation Trust as set out in the announcement of 7 June 2013.

Consideration

The consideration for the acquisition is $16 million to be satisfied by the issue 80,000,000 fully paid ordinary shares (on a post-consolidation basis). The shares will be subject to ASX mandatory escrow requirements.

Change of Activities

QXQ will be required to re-comply with Chapters 1 and 2 of the ASX Listing Rules as a result of the Alpha transaction. The proposed transaction will be included in all re-compliance documentation including the notices of meetings and the prospectus to be issued as part of that re-compliance process.

Share Consolidation

To facilitate the Transaction QXQ will complete a share consolidation at a ratio sufficient to satisfy the listing requirements of ASX and to be agreed, of approximately 1 for 12.

General Meeting of QXQ Shareholders

The Company will convene a general meeting of its shareholders to approve the resolutions required to give effect to the transaction.

The general meeting is expected to be convened in September 2013 and will be accompanied by an Independent Expert's Report on whether the Transaction is fair and reasonable to QXQ shareholders.

Q Ltd
ABN 13 083 160 909

| t | 02 8188 2333 | w | www.qxq.com.au
| a | Level 11, 80 Arthur Street, North Sydney, NSW 2060 Australia

Indicative Capital Structure

On the basis that QXQ completes the Transaction and share consolidation, QXQ's capital structure will be as follows:

Shares	Pre-Consolidation[1]	Post-Consolidation
Shares currently on issue	102,185,934	8,515,934
Shares to be issued to Alpha unitholders[2]		50,000,000
Shares to be issued to Pellam shareholders		80,000,000
Shares to be issued under the Capital Raising[3]		25,000,000
Shares to be issued to Tandem Capital Pty Ltd under a corporate advisory agreement relating to the proposed transactions[4]		2,875,000
TOTAL[5]		**166,390,934**
Tandem Converting Loan Shares	29,328,601	2,444,050
TOTAL SHARES[6]	**131,514,535**	**168,834,984**

[1] For the purpose of this announcement, it is assumed that the Company's Shares will be consolidated on a 1 for 12 basis.

[2] Conditional upon QXQ shareholder approval.

[3] Assumes that the oversubscription of $3,000,000 is raised and that the Shares are issued at a minimum of $0.20 each.

[4] Assumes total transaction value of the acquisitions is $26,000,000.

[5] Before conversion of Tandem converting loan.

[6] Conditional on QXQ obtaining shareholder approval for conversion into QXQ Shares of the Tandem converting loan announced to the ASX on 20 March 2013.

qxq
the digital marketing group

Indicative Timetable*

The indicative timetable for completion of the Transaction is set out below:

Event	**Date**
Despatch Notice of Meeting seeking approval for Transaction	August 2013
Prospectus for Capital Raising lodged with the ASIC and ASX	August 2013
General Meeting to approve Transaction and change in nature and scale of activities and suspension of QXQ from quotation from date of General Meeting until ASX confirmation of Chapter 1 and 2 re-compliance	September 2013
Offer under Capital Raising closes	September 2013
QXQ recommences trading on ASX	September 2013

*This time table is indicative only and subject to change. The Board reserves the right to amend the timetable.

Full and further information will be provided to QXQ shareholders in the Notice of Meeting.

Beaumont

Samantha Beaumont
Company Secretary

For further information please contact:

Jeffrey K Beaumont
Executive Chairman
Tel: (612) 8188 2333
Fax: (612) 8212 5896
Mobile: +61 405 640 571
Email: jbeaumont@tandemcapital.com.au

Samantha Beaumont
FC / Company Secretary
Tel: (612) 8901 4817
Fax: (612) 8212 5896
Mobile: +61 439 810 770
Email: sbeaumont@tandemcapital.com.au