



Quantum Resources Limited

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QUANTUM RESOURCES LIMITED

ACN 006 690 348

Pro-Rata Non-Renounceable Rights Issue Offer Document

**1-FOR-1 PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE OFFER
OF QUANTUM RESOURCES LIMITED ORDINARY SHARES
AT AN ISSUE PRICE OF \$0.001 (0.1 CENT) PER SHARE**

**THIS RIGHTS ISSUE OFFER CLOSSES AT
5.00pm (Melbourne time) on Wednesday 9 September 2015**

Important notice

This is an important Offer Document which is accompanied by an Entitlement and Acceptance Form for you to subscribe for new ordinary shares in Quantum Resources Limited. Please read both documents carefully. If after reading the Offer Document you have any questions about the Offer or the New Shares then you should consult your stockbroker, accountant or other professional advisor.

The Offer made pursuant to this Offer Document is for a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Document is not a disclosure document for the purposes of Chapter 6D of the Corporations Act and has not been lodged with ASIC. The Company is offering the securities under this Offer Document without disclosure to investors under Chapter 6D of the Corporations Act pursuant to section 708AA of the Corporations Act. Accordingly, the level of disclosure contained in this Offer Document is less than that required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to accept the Offer. The New Shares offered by this Offer Document should be considered speculative.

21 August 2015

Pro-Rata Non-Renounceable Rights Issue Offer Document

As announced to the market on Friday 21 August 2015, Quantum Resources Limited (**Quantum** or the **Company**) is undertaking a pro-rata non-renounceable rights issue on a 1-for-1 basis to raise up to \$936,908.70.

This Offer Document sets out:

- 1 Contact details for the Offer**
- 2 Important Information**
- 3 Key dates for the Offer**
- 4 General information in relation to the Offer**
- 5 How to apply for New Shares**
- 6 The purpose and effect of the Offer**
- 7 Investment and business risks**
- 8 Additional information relevant to the Offer**
- 9 Rights Attaching to New Shares**
- 10 Definitions**

1 Contact details for the Offer

1.1 Queries regarding your Entitlement, the Offer or the Company

If you:

- have not received a personalised Entitlement and Acceptance Form;
- have any queries on how to complete the Entitlement and Acceptance Form,
- have any queries or questions in relation to the details of the Offer or the Company in general,

please contact the Company Secretary as follows:

Alyn Tai
Company Secretary

T: + 61 (0) 3 9286 7502
E: at@ccounsel.com.au

2 Important Information

2.1 This Offer Document is not a prospectus

This Offer Document has been prepared by Quantum, and is not a prospectus or a disclosure document for the purposes of Chapter 6D of the Corporations Act, and has not been lodged with ASIC.

The Company is offering the securities under this Offer Document without disclosure to investors under Chapter 6D of the Corporations Act, pursuant to section 708AA of the Corporations Act, which allows Quantum to offer shares to existing shareholders after providing certain confirmations to the market.

The Offer Document does not purport to contain all the information that Eligible Shareholders may require to make an informed investment decision regarding, or about the rights attaching to, the New Shares. Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to accept the Offer. In particular, it is important that you read and understand the information on Quantum which is publicly available, prior to accepting the Offer. Please refer to:

- Quantum's annual reports and other announcements made available at www.asx.com.au; and
- the 'cleansing notice' lodged by the Company with ASX on Friday 21 August 2015. A copy of the 'cleansing notice' is available at www.asx.com.au (ASX: QUR).

Neither ASX nor ASIC takes any responsibility for the content of this document.

2.2 Investment risks

The New Shares offered under this Offer Document should be considered speculative. There are a number of risk factors that could potentially impact Quantum and its operations. For information about these risks, please refer to section 7 of this Offer Document.

2.3 Eligibility to participate in Offer

A person will be an "**Eligible Shareholder**" and eligible to participate in the Offer if, as at 7.00pm (Melbourne time) Thursday 27 August 2015 (**Record Date**):

- (1) the person was a registered holder of Shares; and
- (2) the person's registered address is in Australia or New Zealand.

Quantum reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder. This Offer Document and Entitlement and Acceptance Form will only be sent to Eligible Shareholders.

2.4 Ineligible Shareholders

Quantum has decided that it is unreasonable to make the Offer to any Shareholder with a registered address outside Australia or New Zealand as at the Record Date (**Ineligible Shareholder**), having regard to:

- the small number of Shareholders with addresses in such other countries;
- the number and value of the Shares they hold; and
- the cost to Quantum of complying with applicable legal and regulatory requirements in such other countries.

Accordingly, the Offer is not being extended to, and does not qualify for distribution or sale by or to, and no New Shares will be issued to Shareholders having registered addresses outside Australia or New Zealand.

2.5 Foreign jurisdictions and restrictions on distribution of this Offer Document

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries outside of Australia or New Zealand in which Shareholders may reside. The distribution of this Offer Document in jurisdictions other than Australia and New Zealand may be restricted by law and any failure to comply with such restrictions might constitute a violation of applicable securities laws.

This Offer Document and accompanying Entitlement and Acceptance Form, and any document that is related to any of them do not, and are not intended to, constitute an offer of Shares in any jurisdiction in which or to any person to whom it would not be lawful to make such an offer. No action has been taken to register Quantum shares or otherwise permit a public offering of those shares in those jurisdictions. Lodgement of the Entitlement and Acceptance Form or payment by BPAY will be taken by Quantum to constitute a representation by you that there has been no breach of any such law. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws. Eligible Shareholders who are nominees, trustees or custodians should seek independent advice as to how to proceed.

The distribution of this document, any document that accompanies it, or any document that is related to any of them outside Australia and New Zealand may be restricted by law. In particular, this document and any document that accompanies it or any copy of any of them must not be taken into or distributed or released in the United States of America (U.S) or distributed or released by any U.S. person or to any person acting for the account or benefit of a U.S. person. Any person who comes into possession of this document, any document that accompanied it, or any document that is related to any of them should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws, and Quantum disclaims any liability in relation to any such violation.

The New Shares being offered to residents of New Zealand under this Offer Document are offered in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand). This Offer Document and the accompanying Entitlement and Acceptance Form have not been registered, filed or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This Offer Document is not an investment statement or prospectus under New Zealand law.

2.6 Custodians and nominees

The Rights Issue is being made to all Eligible Shareholders. Quantum is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any beneficial owners of Shares.

Where any registered holder that qualifies as an Eligible Shareholder is acting as a nominee for a foreign person, that registered holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Rights Issue is compatible with applicable foreign laws.

Any person in the United States or any person that is, or is acting for the account or benefit of a U.S. person with a holding through a nominee may not participate in the Rights Issue and the nominee must not take up any Entitlement or send any materials into the United States or to any person that is, or is acting for the account or benefit of, a U.S. person.

Quantum is not able to advise on foreign securities laws.

2.7 Fractional entitlements

As the Offer is made on a 1-for-1 basis, there will be no fractional entitlements to a New Share.

2.8 Definitions

A number of terms and abbreviations used in this Offer Document have defined meanings, which are explained in the "Definitions" at section 10.

3 Key dates for the Offer

EVENT	DATE (2015)
Announcement of the Offer	Friday 21 August
Lodgement of the following documents with ASX: <ul style="list-style-type: none"> • an Appendix 3B; • this Offer Document; and • a cleansing notice under section 708AA(2)(f) of the Corporations Act 	Friday 21 August
Notice sent to Shareholders containing ASX Appendix 3B details and indicative timetable	Monday 24 August
“Ex” date where the Company’s existing shares will commence trading without the entitlement to participate in the Offer	Tuesday 25 August
Record date to determine Entitlements under the Offer	7.00pm (Melbourne time) Thursday 27 August
Opening Date for the Rights Issue	Monday 31 August
Mailing of Offer Document and Entitlement and Acceptance Form to Eligible Shareholders	
Last day to extend Rights Issue Closing Date	Friday 4 September
Closing Date for the Rights Issue	5.00pm (Melbourne time) Wednesday 9 September
Shares quoted on a deferred settlement basis	Thursday 10 September
ASX notified of under subscriptions	Monday 14 September
New Shares for which valid applications have been received and accepted by the Company will be issued	Wednesday 16 September
Deferred settlement trading ends	Wednesday 16 September
Normal trading of New Shares on ASX expected to commence	Thursday 17 September
Mail out of holding statements for the New Shares	Tuesday 22 September
Deadline for Shortfall Placement	Wednesday 9 December

Quantum reserves the right, subject to the listing rules of the ASX (**Listing Rules**), the *Corporations Act 2001* (Cth) (**Corporations Act**) and other applicable laws to, without notice, vary any or all of the dates of the Offer (whether or not they are key dates), including extending the Offer, closing the Offer early, accepting late Applications either generally or in particular cases, or withdrawing the Offer.

4 General information in relation to the Offer

4.1 What is the structure of the Offer?

The Offer is a 1 for 1 pro-rata non-renounceable rights issue at \$0.001 per new share, to raise up to \$936,908.70 (less the costs of the Offer). It is open to Eligible Shareholders, being Shareholders who had a registered address in Australia or New Zealand on the Record Date of 7:00pm (Melbourne time) on Thursday 27 August 2015.

Quantum currently has 936,908,700 fully paid ordinary shares on issue. It will issue up to 936,908,700 new shares (**New Shares**) under the Offer. If all 936,908,700 New Shares are issued, Quantum will have 1,873,817,400 shares on issue. As at the date of this Offer Document, Quantum does not currently have any options over unissued shares or other convertible securities on issue.

As announced by the Company on Friday 21 August 2015, Quantum will be holding an extraordinary general meeting of shareholders (**EGM**) on Monday 21 September 2015, at which the Company will propose a number of resolutions to shareholders, including a resolution seeking approval to consolidate the number of securities it has on issue into a smaller number in the ratio of 13 to 1 (**Consolidation**). The proposed Consolidation, if approved by shareholders at the EGM, will take effect after the EGM, in accordance with the timetable set out in the notice of the EGM which was lodged with ASX on Friday 21 August 2015, and despatched to all shareholders on the same day. In accordance with the timetable above, the Company expects to complete the issue of the New Shares under the Offer on Wednesday 16 September 2015, prior to the date of the EGM and Consolidation (if approved). Accordingly, shareholders should note that if the Consolidation is approved at the EGM, any New Shares they receive under the Offer will be consolidated into a smaller number in the ratio of 13 to 1. For further information on the impact of the Consolidation on shareholders' holdings in the Company, please refer to the Company's notice of EGM and explanatory memorandum dated Friday 21 August 2015.

A table summarising the capital structure of the Company before and after the Offer, assuming all 936,908,700 New Shares are issued, is below. The table below does not take into account the effect of the Consolidation (if approved at the EGM):

EVENT	NO. OF SHARES
Shares on issue at date of Offer Document	936,908,700
Maximum New Shares issued pursuant to the Offer	936,908,700
MAXIMUM TOTAL SHARES ON ISSUE AFTER COMPLETION OF THE OFFER (on a pre-Consolidation basis)	1,873,817,400

The Offer opens on Monday 31 August 2015 and closes at 5:00pm (Melbourne time) on Wednesday 9 September 2015. The Offer is not underwritten.

4.2 Offer Price

The Offer Price payable for each New Share is \$0.001.

Eligible Shareholders will not be required to pay brokerage or other fees in respect of New Shares acquired under the Offer. Eligible Shareholders should note that the market price of Quantum Shares may rise and fall between the date of this Offer Document and the date on which the New Shares are allotted. Accordingly, the price you pay per New Share pursuant to the Offer may be higher or lower than the market price of Shares at the time of this Offer or at the time the New Shares are issued under this Offer.

Quantum recommends that you monitor the price of Quantum Shares, which can be done via the ASX website at www.asx.com.au (ASX: QUR).

4.3 No trading of Entitlements

The Offer is made on a 'non-renounceable' basis, which means that you cannot sell, trade or transfer all or any part of your Entitlement to New Shares under the Offer. Any part of your Entitlement that is not accepted by you will lapse.

4.4 Minimum subscription

There is no minimum subscription for the Offer.

4.5 Underwriting

The Offer is not underwritten.

4.6 Shortfall Facility

The Company proposes to adopt a dispersion strategy for dealing with any Shortfall by way of a facility for shareholders to apply for additional New Shares in excess of their Entitlements not taken up under the Rights Issue (**Shortfall Facility**).

Under the Shortfall Facility, subject to the Corporations Act and the requirements of the Listing Rules, Eligible Shareholders who subscribe for their full Entitlement may apply for more New Shares than the number shown on their Entitlement and Acceptance Form (**Additional Shares**). The issue price of each Additional Share will be the Offer Price.

The Company will only issue up to the aggregate number of New Shares that are offered under the Offer, being 936,908,700 Shares, therefore it may be necessary to scale-back Applications for Additional Shares if all Applications exceed this number.

The Company's allocation policy under the Shortfall Facility will be such that if Quantum receives Applications for Additional Shares under the Shortfall Facility which in aggregate are more than the total number of Shortfall shares, then the Applications under the Shortfall Facility will be scaled back:

1. on a pro-rata basis, according to the proportional number of Shares held by each Eligible Shareholder under the Shortfall Facility as at the Record Date;
2. such that the maximum number of Shares to be issued under the Shortfall Facility will not exceed the total number of Shortfall shares; and
3. so that no Eligible Shareholder will be issued with more than the number of Additional Shares they applied for under the Shortfall Facility.

Shareholders will not be permitted to acquire a relevant interest in the Company's share capital that is in excess of 20%. Therefore, any Shareholders who may, as a result of applying for any Additional Shares under the Shortfall Facility, be at a risk of exceeding the takeovers threshold set out in section 606 of the Corporations Act, should seek professional advice before completing and returning the enclosed Entitlement and Acceptance Form.

In the event of any disputes in relation to the implementation of the allocation policy outlined above, the Board reserves the right to resolve such disputes in a manner it deems appropriate, and at its sole discretion. The decision of the Board as to allocation of Additional Shares is final.

There is no guarantee that you will receive Additional Shares and the Directors do not represent that any Applications for Additional Shares will be successful. By applying under the Shortfall Facility, you agree to accept a lesser number of Additional Shares than that applied for in your Entitlement and Acceptance Form. If the number of Additional Shares allotted to an Eligible Shareholder is less than the number applied for by that Eligible Shareholder, surplus Application Monies will be refunded in full. Interest will not be paid on monies refunded.

Any Additional Shares will be allotted at the same time as the New Shares on or around Wednesday 16 September 2015, in accordance with the Offer timetable.

4.7 Placement of remaining Shortfall

In the event that, following the close of the Offer a shortfall remains after Additional Shares are issued under the Shortfall Facility, the Directors reserve the right to place such shortfall Shares at their discretion with persons interested in subscribing for Shares in the Company (**Shortfall Placement**).

Any Shortfall Placement will be made subject to the Corporations Act and the Listing Rules, and within 3 months of the close of the Offer.

If the Consolidation is approved by Shareholders at the EGM, and where the Shortfall Placement (or part thereof) is made after the Consolidation is effective, the Shares under the Shortfall Placement will be issued on a post-Consolidation basis. This means that upon the Consolidation being effective, the number of remaining shortfall shares remaining after the close of the Offer that the Directors are entitled to place will be consolidated into a smaller number in the ratio of 13 to 1, and the Offer price of \$0.001

per Share will increase by 13 times to \$0.013. For further information on the impact of the Consolidation on shareholders' holdings in the Company, please refer to the Company's notice of EGM and explanatory memorandum dated Friday 21 August 2015.

4.8 New Shares issued under the Offer

New Shares issued under the Offer will be fully paid ordinary shares ranking equally with Quantum ordinary shares currently on issue. For further information on the rights attaching to New Shares, refer to section 9.

Quantum will apply to ASX for Quotation of the New Shares to be issued under the Offer. If ASX does not grant permission for the Quotation of the New Shares within 3 months of the date the Offer opens, Quantum will refund all Application Monies, without interest, as soon as practicable.

If you sell New Shares issued under the Offer before you receive a holding statement, you do so at your own risk.

5 How to apply for New Shares

5.1 Entitlement under the Offer

An Eligible Shareholder's Entitlement will be set out in the Entitlement and Acceptance Form accompanying this Offer Document which will be sent to Eligible Shareholders on Monday 31 August 2015. Eligible Shareholders will be entitled to 1 New Share for every 1 Quantum Share held as at the Record Date.

If you have more than one holding of Quantum Shares you will receive more than one set of Offer Documents and you will have a separate Entitlement for each holding.

5.2 Options available to Eligible Shareholders

If you are an Eligible Shareholder, you may:

- (1) take up all of your Entitlement (see section 5.3 for instructions on how to do this);
- (2) in addition to applying for all of your Entitlement, apply for Additional Shares under the Shortfall Facility described in section 4.6 (see section 5.4 for instructions on how to do this);
- (3) take up part of your Entitlement and allow the balance of your entitlement to lapse (see section 5.3 for instructions on how to do this); or
- (4) allow all of your Entitlement to lapse (see section 5.7).

5.3 Applying for New Shares

The Entitlement and Acceptance Form will allow you to apply for less New Shares than your Entitlement. An Eligible Shareholder may take up all or part of their Entitlement by completing their personalised Entitlement and Acceptance Form which should accompany this Offer Document, and returning it together with the correct Application Monies in accordance with the instructions contained in section 5.5 by no later than the Closing Date of **5.00pm** (Melbourne time) on **Wednesday 9 September 2015**.

Quantum may, but is not obliged to, accept an Application received after the Closing Date if the Application is postmarked prior to the Closing Date. If the Company does not accept an Application for any reason, Quantum will refund any excess Application Monies to the Eligible Shareholder without interest.

5.4 Applying for Additional Shares

Eligible Shareholders who subscribe for their full Entitlement may apply for Additional Shares under the Shortfall Facility detailed in section 4.6. To do this, Eligible Shareholders should enter the number of

Additional Shares they wish to apply for in the relevant section of their personalised Entitlement and Acceptance Form entitled "Application for Additional Shares if available".

The amount of Application Monies that Eligible Shareholders submit with their Applications must be equal to the Offer Price multiplied by the total number of New Shares applied for (including Additional Shares).

5.5 Form of payment

Payment of Application Monies (Application Monies must be equal to the Offer Price multiplied by the total number of New Shares applied for, including Additional Shares) will only be accepted in Australian currency, and as follows:

- (1) Through BPAY®¹. To pay by BPAY, Eligible Shareholders should make their payment using the Biller Code and Customer Reference Number set out in their personalised Entitlement and Acceptance Form. If you are an Eligible Shareholder who has multiple holdings, you will have multiple BPAY reference numbers. To ensure you receive your Entitlement in respect of that holding, you must use the Customer Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares (and if applicable, Additional Shares) that you wish to apply for in respect of that holding.

Eligible Shareholders making payment via BPAY do not need to complete and return their personalised Entitlement and Acceptance Form.

You should be aware that your own financial institution may implement earlier cut-off times for electronic payments and it is your responsibility to ensure that your payment is submitted through BPAY so that it will be received by no later than 5.00pm (Melbourne time) on the closing date of Wednesday 9 September 2015.

- (2) By returning your cheque, bank draft or money order payment with your completed Entitlement and Acceptance Form to the Share Registry, Link Market Services Limited. To pay by cheque, bank draft or money order:

- complete your personalised Entitlement and Acceptance Form;
- attach your payment of Application Monies, which must be drawn on an Australian bank or an Australian branch of a financial institution and be made payable in Australian currency;
- address the cheque, bank draft or money order to '**Quantum Resources Limited**' and cross '**Not Negotiable**'; and
- return the completed Entitlement and Acceptance Form and payment by no later than the Closing Date of **5.00pm (Melbourne time) on Wednesday 9 September 2015** to:

By post:

Quantum Resources Limited Rights Issue
c/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

By hand delivery:

Quantum Resources Limited Rights Issue
c/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 (***please do not use this address for mailing purposes***)

Eligible Shareholders are requested not to forward cash as cash payment will not be accepted. Receipts for payment will not be provided. Neither Link Market Services Limited nor the Company accepts any responsibility if you lodge your Entitlement and Acceptance Form and payment at any other address or by any means other than those detailed above.

¹ ® Registered to BPAY Pty Ltd ABN 69 079 137 518

If the amount of Application Monies provided is insufficient to pay in full for the number of New Shares including any Additional Shares you applied for, or is more than the number of New Shares including any Additional Shares you applied for, then you will be taken to have applied for such whole number of New Shares including any Additional Shares which is covered in full by your Application Monies. Alternatively, the Company may in its discretion reject your Application, in which case any Application Monies will be refunded to you, without interest.

If you do not receive any or all of the Additional Shares you applied for, any surplus Application Monies will be refunded to you, without interest.

5.6 Effect of Application

By applying for New Shares and Additional Shares under the Offer (including by way of payment through BPAY), an Eligible Shareholder is taken to:

- (1) agree to be bound by the terms and conditions set out in this Offer Document and the accompanying Entitlement and Acceptance Form;
- (2) acknowledge the statement of risks in section 7 of this Offer Document and that investments in Quantum are subject to risk;
- (3) represent and warrant that they satisfy the criteria of being an “Eligible Shareholder” set out in section 2.3;
- (4) authorise the Company to place the Eligible Shareholder’s name on the Company’s shareholder register in respect of those New Shares (and if applicable, Additional Shares); and
- (5) agree to be bound by the Company’s Constitution.

Any application for New Shares under the Offer (including by way of payment through BPAY), once lodged, cannot be withdrawn.

5.7 Allowing your Entitlement to lapse

If you do not wish to accept the Offer, take no action, and all of your Entitlement will lapse. Your shareholding in Quantum, however, will be diluted.

6 The purpose and effect of the Offer

6.1 Purpose of the Offer and use of funds

Quantum is making the Offer to raise funds. After payment of the costs and expenses of the Offer, the proceeds from the Rights Issue will firstly be used to strengthen Quantum’s balance sheet and discharge current liabilities.

Any remaining funds will be applied to meet Quantum’s general working capital requirements, including payment of overheads, and to enable the Company to implement and execute its business objectives.

6.2 Effect of the Offer on Shareholder dilution and the control of Quantum

The effect of the Rights Issue on the control of Quantum will depend on a number of factors, including:

- (a) the level of Eligible Shareholder participation in the Entitlement component of the Offer and the identity of Eligible Shareholders who do participate in the Entitlement component of the Offer;
- (b) if applicable, the level of Eligible Shareholder participation in the Shortfall Facility and the identity of Eligible Shareholders who do participate in the Shortfall Facility; and
- (c) if applicable, the level of shortfall remaining following the close of the Offer;

- (d) the identity of investors who participate in any Shortfall Placement following the close of the Offer; and the level of such investor participation.

The potential effect of the Offer on the control of the Company is as follows:

1. If all Eligible Shareholders take up their full Entitlements, there would be no significant effect on the control of Quantum, as the Offer is made pro-rata and in that case no rights would lapse or revert to the Shortfall Facility or Shortfall Placement.
2. If Eligible Shareholders do not take up their full Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
3. The proportional interests of Ineligible Shareholders will be diluted because those Ineligible Shareholders are not entitled to participate in the Offer.

It is not presently possible for the Directors to predict the final level of subscription and Shortfall under the Rights Issue, or the identity of Eligible Shareholders who will subscribe for their Entitlements or Additional Shares. Further, the Directors are not presently able to state with certainty the identity of prospective subscribers under any Shortfall Placement, or the total number of shortfall shares which will or can be placed. Notwithstanding these limitations, upon the assumption that none of the subscribers of Shortfall Shares are existing shareholders, the maximum dilutionary effect the Rights Issue and shortfall placement will have on existing shareholders will be in accordance with the tables set out below (and subject to the assumptions stated below).

- (a) Assuming that the Directors are able to place 75% of the Shortfall Shares remaining following the close of the Offer:

Event	Number of Entitlement and Additional Shares issued	Number of Shares issued under Shortfall Placement	Total no. of Shares on issue post-Rights Issue	Maximum % dilution to existing Shareholders
Offer fully subscribed	936,908,700	0	1,873,817,400	0%
Offer 75% subscribed	702,681,525	175,670,381	1,815,260,606	48.39%
Offer 50% subscribed	468,454,350	351,340,763	1,756,703,813	46.67%
Offer 25% subscribed	234,227,175	527,011,144	1,698,147,019	44.83%
Nil subscriptions	0	702,681,525	1,639,590,225	42.86%

- (b) Assuming that the Directors are able to place 50% of the Shortfall Shares remaining following the close of the Offer:

Event	Number of Entitlement and Additional Shares issued	Number of Shares issued under Shortfall Placement	Total no. of Shares on issue post-Rights Issue	Maximum % dilution to existing Shareholders
Offer fully subscribed	936,908,700	0	1,873,817,400	0%
Offer 75% subscribed	702,681,525	117,113,588	1,756,703,813	46.67%
Offer 50% subscribed	468,454,350	234,227,175	1,639,590,225	42.86%
Offer 25% subscribed	234,227,175	351,340,763	1,522,476,638	38.46%
Nil subscriptions	0	468,454,350	1,405,363,050	33.33%

- (c) Assuming that the Directors are able to place 25% of the Shortfall Shares remaining following the close of the Offer:

Event	Number of Entitlement and Additional Shares issued	Number of Shares issued under Shortfall Placement	Total no. of Shares on issue post-Rights Issue	Maximum % dilution to existing Shareholders
Offer fully subscribed	936,908,700	0	1,873,817,400	0%
Offer 75% subscribed	702,681,525	58,556,794	1,698,147,019	44.83%
Offer 50% subscribed	468,454,350	117,113,588	1,522,476,638	38.46%
Offer 25% subscribed	234,227,175	175,670,381	1,346,806,256	30.43%
Nil subscriptions	0	234,227,175	1,171,135,875	20.00%

- (d) Assuming that the Directors not able to place any of the Shortfall Shares remaining following the close of the Offer:

Event	Number of Entitlement and Additional Shares issued	Number of Shares issued under Shortfall Placement	Total no. of Shares on issue post-Rights Issue	Maximum % dilution to existing Shareholders
Offer fully subscribed	936,908,700	0	1,873,817,400	0%
Offer 75% subscribed	702,681,525	0	1,639,590,225	42.86%
Offer 50% subscribed	468,454,350	0	1,405,363,050	33.33%
Offer 25% subscribed	234,227,175	0	1,171,135,875	20.00%
Nil subscriptions	0	0	936,908,700	0.00%

As the Company does not propose to apply to ASIC for approval of the appointment of a nominee for the purposes of section 615 of the Corporations Act, no person will be permitted to acquire New Shares under the Rights Issue to the extent that such acquisition results in that person holding a relevant interest exceeding 20% of the issued share capital of the Company on a post Rights Issue basis.

As the Rights Issue is not underwritten and there is no guarantee that the Directors can place any or all of the Shortfall Shares remaining after the close of the Offer, where the Entitlement component of the Offer and Shortfall Facility is not well subscribed, the Rights Issue may result in one or more substantial shareholders increasing their voting power in Quantum (but subject to the 20% threshold). The current substantial shareholders of Quantum as at the date of this Offer Document, according to substantial holding notices lodged with the Company, are as follows:

Substantial Shareholder	No. of shares	% of current issued capital
Australian Trade Access Pty Ltd	76,923,076	8.21%

The Board is cognisant that where the Rights Issue is significantly undersubscribed, a potential effect of any Shortfall Placement may be that a subscriber under any Shortfall Placement could potentially acquire control of the Company. To this end, the Directors intend to allocate shortfall shares (if any) in accordance with the allocation policy described below, which is designed to mitigate potential control effects of any Shortfall Placement.

In the event that there are shortfall shares remaining after the close of the Offer, the Board may issue and allot the shortfall shares to sophisticated investors and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the Shortfall Placement. In the event of a significant shortfall, the Board reserves the right to engage one or more brokers to act as lead manager(s) to the placement of shortfall shares. To the extent that is commercially practicable and taking into account Quantum's requirement for funds, the Directors (working in conjunction with the lead manager(s) if applicable) will endeavour to allot the shortfall shares to a spread of investors, in order to mitigate any control effects which may arise from issuing the shortfall shares to a single or small number of investors. In any event, no subscriber will be permitted to acquire shares under the Shortfall Placement to the extent that such acquisition would result in that

subscriber having a voting power in Quantum in excess of 20% (on a post Rights Issue and Shortfall Placement basis). In determining the allottees under any Shortfall Placement, the Company (and lead manager(s) if applicable) will ensure that no shortfall shares are allotted to related parties of the Company.

7 Investment and business risks

An investment in Quantum shares is subject to investment and other known and unknown risks, including possible loss of income and principal invested. Quantum has implemented strategies, actions, systems and safeguards for known risks, however, some risks are beyond its control. Consequently, the prevailing price or value of New Shares issued under the Offer may be more or less than the Offer price.

In any event, Quantum does not guarantee any particular rate of return, the performance of Quantum, the payment of any dividends, the repayment of capital from Quantum, any price for Quantum shares or any particular tax treatment.

7.1 General risks

General risks that may impact significantly on Quantum, its performance and the price of its shares include:

- economic conditions in Australia and internationally;
- investors' sentiment and share market conditions;
- changes in fiscal and monetary policy by governments;
- changes in relevant taxation and other legal regimes;
- default of customers and suppliers;
- natural disasters; and
- availability of credit.

7.2 Business specific risks

Business specific risks that may impact significantly on Quantum, its performance and the price of its shares include:

- the overall performance of management and the ability of senior management to manage business operations;
- the loss of one or more of Quantum key managers or executives;
- there is no assurance that funds expended by Quantum on exploration activities will result in discoveries or development prospects that will be economically viable;
- the metallurgical characteristics of mineral deposits being explored and developed by the Company may be such as to prevent commercial exploitation;
- changes to government regulations, policy and royalty regimes may have adverse impacts upon the development options available to the Company at any of its projects;
- additional funding may be required for further exploration, appraisal and development, and there is no assurance that Quantum will be able to raise such funding;
- national and local environmental and heritage laws and regulations may impact adversely on exploration and future development at any one of its projects; and

- unexpected circumstances may arise at any time which may have such as adverse impacts on the Company's activities.

The above risks should not be taken to be exhaustive of the risks faced by Quantum or its shareholders. Those risk factors, and others not specifically referred to above, may materially affect the financial performance of Quantum and the value of its shares in the future.

8 Additional information relevant to the Offer

8.1 No financial product advice

This document and any document which accompanies it, are not, and may not be taken to be, financial product advice or a recommendation to acquire Quantum shares. They have been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision you should consider all relevant information having regard to your own objectives, financial situation and needs, and consult your stockbroker, accountant or other independent financial adviser.

8.2 Authorised and unauthorised information and representations

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this document or in any document that accompanies it, or in any release by Quantum to ASX. Any information or representation in relation to the Offer which is not contained in this document or in any document that accompanies it may not be relied upon as having been authorised by Quantum or any of its officers.

To the maximum extent permitted by law, Quantum and its respective advisers and respective affiliates or related bodies corporate and any of their respective directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Offer or this Offer Document being inaccurate or incomplete in any way or any reason, whether by negligence or otherwise.

8.3 Taxation

There may be tax consequences associated with being issued New Shares under the Offer. None of Quantum, its officers, employees or advisers is giving or is able to give you advice about the specific tax consequences for you. All investors should satisfy themselves of any possible tax consequences by consulting their own professional tax advisers.

8.4 Discretion of the Board

Without limiting the other powers and discretions set out in this document, the Directors of Quantum may:

- implement the Offer in the manner they think fit (subject always to the Listing Rules and the Corporations Act); and
- settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offer or a matter in this Offer Document as they think fit, whether generally or in relation to any Shareholder or any Shares, and the determination of the Directors is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

8.5 Governing law of the Offer

This Offer Document and the documents that accompanied it, the Offer and the contracts formed on acceptance of Applications made under the Offer are governed by the laws of Victoria, Australia. Each person who applies for New Shares under the Offer submits to the jurisdiction of the courts of Victoria, Australia.

9 Rights Attaching to New Shares

9.1 Terms and Conditions of New Shares

The following is a general description of the more significant rights and liabilities attaching to the New Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, the Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- At the date of the Offer, all Shares are of the same class and rank equally in all respects. Specifically, the New Shares issued pursuant to the Offer will rank equally with existing shares on issue.
- Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each Share held.
- Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.
- The rights attaching to the Shares may only be varied by the consent in writing of the holders of a majority of the Shares of the affected class, or with the sanction of an ordinary resolution passed at a meeting of the holders of the Shares of the affected class.
- Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.
- Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.
- The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable law and provided a notice is given to the minority shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.
- If the Company is wound up, the liquidator may, with the sanction of a special resolution:
 - divide among the Shareholders the whole or any part of the Company's property; and
 - decide how the division is to be carried out between the Shareholders.
- Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

10 Definitions

Additional Shares	New Shares applied for by Eligible Shareholders in excess of their Entitlement under the Shortfall Facility.
Application	The submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	The aggregate amount payable for the New Shares (including Additional Shares) applied for in a duly completed Entitlement and Acceptance Form or through BPAY, calculated as the Offer Price multiplied by the number of New Shares (including Additional Shares) applied for.
ASIC	Australian Securities and Investments Commission

ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires).
Quantum or the Company	Quantum Resources Limited ACN 006 690 348
Board	The board of Directors of the Company.
Closing Date	The closing date of the Offer being 5.00pm (Melbourne time) on Wednesday 9 September 2015 (unless extended).
Consolidation	The proposed consolidation of Shares which is subject of resolution 1 of the notice of EGM which was lodged with ASX on Friday 21 August 2015; the consolidation, if approved by Shareholders at the EGM, will involve the consolidation of Quantum's Shares into a smaller number in the ratio of 13 to 1, in accordance with the timetable set out in the notice of EGM dated 21 August 2015.
Constitution	The Company's constitution as at the date of this Offer Document.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
EGM	The extraordinary general meeting of Quantum which will be held on Monday 21 September 2015; a notice of this meeting has been lodged with ASX on 21 August 2015 and despatched to Shareholders on the same date.
Eligible Shareholder	A person who meets the requirements set out in section 2.3.
Entitlement	The pro-rata entitlement of an Eligible Shareholders to subscribe for New Shares under the Offer.
Entitlement and Acceptance Form	The entitlement and acceptance form accompanying this Offer Document in respect of the Rights Issue.
Ineligible Shareholder	A Shareholder with a registered address outside Australia or New Zealand as at the Record Date.
Listing Rules	The Listing Rules of the ASX.
Offer or Rights Issue	The non-renounceable rights issue of 936,908,700 New Shares on the basis of one (1) New Share for every one (1) Share held at an issue price of \$0.001 per New Share issued in order to raise up to \$936,908.70 before costs, pursuant to this Offer Document.
Offer Document	This document to which the Rights Issue relates.
Offer Price	The price payable for each New Share, being \$0.001.
Opening Date	The opening date of the Offer, being Monday 31 August 2015.
Quotation	Official quotation on ASX.
Record Date	The time and date for determining Entitlements under the Offer, being 7.00pm (Melbourne time) on Thursday 27 August 2015.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share as recorded in the register of the Company.
Share Registry	Link Market Services Limited ACN 083 214 537.

Shortfall or Shortfall Shares	Those New Shares not validly applied for by Shareholders under the Entitlement component of the Offer by the Closing Date, and which will revert to the Shortfall Facility.
Shortfall Facility	Has the meaning given to it in section 4.6 of this Offer Document.
Shortfall Placement	Has the meaning given to it in section 4.7 of this Offer Document.
Timetable	The timetable (as varied from time to time) of the Offer under as outlined in section 3 of this Offer Document.

-ENDS