

Notice of initial substantial shareholder

Form 603
Corporations Law
Section 671B

To: **Quantum Resources Limited**
ACN 006 690 348

Details of substantial shareholder

Mr Avi Kimelman

The holder became a substantial holder on 24 September 2015.

1. 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Ordinary Shares	11,108,877	11,108,877	7.71%

2. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Mr Avi Kimelman	Indirect. Mr Kimelman is practical controller of Kushkush Investments Pty Ltd <Alexandra Discretionary A/C> (Kushkush) and Advent Advent Management Pty Ltd (Advent) (s608(3)(b) Corporations Act)	11,108,877 Ordinary shares

3. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Mr Avi Kimelman	Kushkush	Kushkush	6,662,723 Ordinary shares
	Advent	Advent	4,446,154 Ordinary shares

4. 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 interest	Registered holder of securities	Date of Acquisition	Consideration	Class and number of securities
Mr Avi Kimelman	Kushkush	24 September 2015	\$0.001 per share for 50,000,000 shares (pre-consolidation) (total consideration: \$50,000.00)	50,000,000 Ordinary shares (pre-consolidation); post-consolidation: 3,846,154 Ordinary shares
	Advent	24 September 2015	\$0.001 per share for 50,000,000 shares (pre-consolidation) (total consideration: \$50,000.00)	50,000,000 Ordinary shares (pre-consolidation); post-consolidation: 3,846,154 Ordinary shares.

5. 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
Kushkush	Controlled by Mr Avi Kimelman
Advent	Controlled by Mr Avi Kimelman
Mr Avi Kimelman	Controls Kushkush and Advent

6. Addresses

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

Kushkush Investments Pty Ltd <Alexandra Discretionary A/C>
c/- Level 1, 61 Spring Street
Melbourne Vic 3000

Advent Management Pty Ltd
c/- Level 1, 61 Spring Street
Melbourne Vic 3000

Mr Avi Kimelman
c/- Level 1, 61 Spring Street
Melbourne Vic 3000

Dated 15 October 2015

Authorised for electronic lodgement by Mr Avi Kimelman