

## YONDER AND BEYOND ACQUISITION AND CAPITAL RAISING UPDATE

### BACKGROUND

Quintessential Resources Ltd (ASX: QRL) ("QRL" or the "Company") is pleased to provide an update on the acquisition of Yonder and Beyond ("Y&B") and the planned contemporaneous capital raising ("Capital Raising").

On 24 July 2014, QRL announced it had entered into an agreement to acquire 100% of the issued capital of Y&B. Y&B holds an exciting portfolio of technology assets experiencing accelerated growth and development managed by a world-class team of technology professionals. Y&B's existing portfolio has already received many industry accolades including numerous awards and industry recognition worldwide. In particular, Y&B's leading mobile food and beverage ordering and payment app *Boppl*<sup>TM</sup> is in advanced negotiations for deployment across numerous countries. More detail on Y&B's portfolio of assets is provided below.

### UPDATED STRUCTURE

The Company wishes to advise that the term sheet and consolidation ratio in respect of the acquisition has now been finalised. QRL has agreed to issue 757,500,000 shares, on a pre-consolidation basis, to the shareholders of Y&B for the acquisition of 100% of Y&B. All shares issued to the shareholders of Y&B may be escrowed subject to the ASX escrow requirements. Based upon the consolidation ratio of 20-to-1, the implied acquisition price is \$7,575,000. In addition to the acquisition consideration, the management of Y&B will be issued with 35,000,000 performance options, on a post consolidation basis which, subject to the achievement of various milestones, will convert into ordinary shares to be issued in tranches upon achieving those milestones.

The acquisition is conditional upon a post consolidation Capital Raising of at least \$5,000,000 and up to \$8,000,000. Foster Stockbroking and Taylor Collison have been appointed to act as Joint Lead Managers in respect of the Capital Raising.

The following table illustrates the change in QRL's capital structure following the Y&B acquisition and Capital Raising:

	PRE CONSOLIDATION	POST CONSOLIDATION	Valuation
		20.0	\$0.20
Current Capital Structure	175,858,267	8,792,913	\$1,758,583
Acquisition of Y&B	757,500,000	37,875,000	\$7,575,000
Offering (\$8.0m)		40,000,000	\$8,000,000
<b>Basic Issued Capital</b>		<b>86,667,913</b>	<b>\$17,333,583</b>
Existing Options	15,850,000	792,500	
Performance Options <sup>1</sup>		35,000,000	
Other Options <sup>2</sup>		5,500,000	
<b>Fully Diluted Issued Capital</b>		<b>127,960,413</b>	

1. 35,000,000 Management Performance Options issued in three tranches as follows:

- 15,000,000 exercisable at \$0.20 on or before 3 years from the date of issue and vesting immediately;
- 10,000,000 exercisable at \$0.25 on or before 3 years from the date of issue and vest upon the 5 day volume weighted average share price ("VWAP") being equal to or in excess of \$0.50 per share;
- 10,000,000 exercisable at \$0.40 on or before 3.5 years from the date of issue and vest upon the 5 day volume weighted average share price ("VWAP") being equal to or in excess of \$0.80 per share;

2. 3,000,000 options exercisable at \$0.25 within 3 years of the date of issue; 2,500,000 options exercisable at \$0.20 within 3 years of the date of the issue.

## TIMETABLE

The Y&B transaction is subject to shareholder approval and a number of other matters including a Capital Raising of at least \$5m, compliance with Chapters 1 & 2 of the ASX Listing Rules and re-admission to the official list of ASX.

A Notice of General Meeting is being finalised and will be released to the market as soon as possible. This will include an Independent Expert Report to assist all shareholders in understanding and voting on the transaction. The meeting is expected to be held in early December 2014.

The indicative timetable for completion of the transaction and QRL's re-compliance with the ASX Listing Rules is outlined below:

ACTIVITY	DATE
Investor Roadshow (Australia)	w/c 10 Nov
Investor Roadshow (Asia)	w/c 17 Nov
Lodge Prospectus (offer opens) and dispatch Notice of Meeting	w/c 17 Nov
Offer Closes	28 Nov
Shareholder Meeting / Suspension	Early Dec
Re-quotation of Company's Shares on ASX	Mid Dec

Regards

Jay Stephenson  
Chairman

**For further information regarding the proposed transaction and capital raising please contact:**

Jay Stephenson  
**Quintessential Resources Ltd**  
+61 8 6141 3500  
jay.stephenson@wolfstargroup.com.au

Simon Hinsley  
**NWR Communications**  
+61 (0) 401 809 653  
simon@nwrcommunications.com.au

Mark Hinsley  
**Foster Stockbroking Pty Ltd**  
+61 2 9993 8166  
mark.hinsley@fostock.com.au

Dan Eddington  
**Taylor Collison Ltd**  
+61 8 8217 3900  
deddington@taylorcollison.com.au



## 1. Company Information

### About Yonder & Beyond

Y&B is headed by Shashi Fernando, a proven performer in the delivery of world-class mobile solutions. He was a board member and Chief Content Officer of HTC Corporation, one of the world's leading smartphone manufacturers, and the founder and former CEO of Saffron which raised \$3 million in 2007 and was acquired in 2011 for US\$50 million.

Shashi delivered Saffron into the heart of the mobile and entertainment industry by securing clients such as Vodafone, T-Mobile, Samsung USA, Paramount and Disney to name but some of the 40 plus global relationships that were established over his time with Saffron.

Having twice been named in the world's top 50 in Mobile Entertainment, Shashi led Saffron to multiple industry accolades over the period, delivering a profitable business and 100% growth year on year, for three years.

Since his time at HTC Corporation, Shashi has been an angel investor and moved to bring to market several digital start-ups.






Mr Fernando formed Y&B to invest in and help accelerate high growth and high potential businesses in the global technology and mobile space.

The Y&B management team brings a wealth of experience and relationships across the technology and entertainment landscape and is able to maximise synergies amongst its investment portfolio to accelerate growth and user acquisitions.

## 2. Existing portfolio

(live and in build mode)









-  60% interest in Prism Digital Limited
-  Profitable and fast-growing digital recruitment agency
-  Specialised knowledge and long-term relationships within industry focusing on technical sub-segments
-  Experience in working with clients including Rackspace, Boticca.com, Moo.com, Ogilvy, WPP, Salesforce.com
-  Cash generative

Twitter: @prism\_digital

Website: <http://www.prism-digital.com/>



-  72.6% interest in Boppl Limited
-  Leading mobile ordering and payment app
-  Pre-order and pay food and beverages
-  Potential for multiple revenue streams
-  Currently in negotiations for deployment in Australia, France, Switzerland and South Africa
-  Winner of the UK Mobile & Apps Design Award in 2014, named App of the Day by Mobile Entertainment, Top 50 Mobile Innovator 2013

Twitter: @boppleme

Website: [www.boppl.me](http://www.boppl.me)

## wondr

- YB 100% interest in Wondr.it Limited
- YB Experience what's happening anywhere, through the eyes of those who are there
- YB Brings major social network platforms into a single, simple feed
- YB An all-access pass
- YB Ability to create private events, such as weddings and family holidays

Twitter: @wondrit

Website: [www.wondr.it](http://www.wondr.it)

## GOPHR

- YB 75% interest in Gophr
- YB Making deliveries quick and simple for everyone
- YB Send or pick up deliveries with a single tap
- YB Cashless and convenient for couriers and customers
- YB Clear delivery pricing, simply set the pick-up and drop-off location

Twitter: @gophr

Website: [www.gophr.it](http://www.gophr.it)