

**QUINTESSENTIAL RESOURCES LIMITED
(TO BE RENAMED YONDER & BEYOND GROUP LIMITED)
ACN 149 278 759**

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 24 November 2014 (**Prospectus**), issued by Quintessential Resources Limited (ACN 149 278 759) (**Company**).

This Supplementary Prospectus is dated 14 January 2015 was lodged with ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Internet at <http://www.asx.com.au/asx/statistics/announcements.do> under the Company's ASX ticker code QRL.

The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Securities in the Prospectus to the date of this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

1. CLOSING DATE

The Closing Date for the Offers has been extended to 5:00pm (WST) on **19 January 2015**. The remaining dates in the indicative timetable set out on page 8 of the Prospectus are amended as follows:

<u>Event</u>	<u>Date (WST)</u>
Completion of Y&B acquisition and issue of Securities under the Prospectus	19 January 2015
Expected date for re-quotation of the Company's Shares on the ASX	6 February 2015

The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offers early without notice.

2. THE YONDER & BEYOND GROUP

Additional information for each entity comprising the Yonder & Beyond Group in relation to:

- (a) the incorporation, previous ownership, organisational structure and the trading and operating history is set out in Annexure 1;
- (b) financial information is set out in Annexure 2; and
- (c) method of determining the respective purchase price is set out in Annexure 3.

3. INCORPORATION BY REFERENCE

The Company has released to ASX the audited financial statements for the financial year ended 30 June 2014 of Boppl Limited, Prism Digital Limited and Wondr.it Limited (**Audited Financial Statements**). These Audited Financial Statements are taken to be included in this Prospectus pursuant to section 712 of the Corporations Act.

The Audited Financial Statements contain a Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position, Notes to and forming part of the historical financial information (which is set out in Annexure 2) as well as a director's declaration, independent auditor's report and an auditor's independence declaration.

The Company will provide a copy of the Audited Financial Statements free of charge to any person who requests a copy prior to the Closing Date. Further, an electronic version of the Audited Financial Statements can be downloaded from the Company's announcements page on the ASX website (www.asx.com.au)

4. FINANCIAL INFORMATION

Except as specified below, the historical financial information set out in Schedule 2 has been prepared and presented in accordance with the Corporations Act, the recognition and measurement requirements specified by all Australian Accounting Standards and Interpretations, and the disclosure requirements of Accounting Standards AASB 101 'Presentation of Financial Statements' (excluding the requirements in relation to the Statement of Cash Flows and

Statement of changes in Equity)' , AASB 108 'Accounting Policies, Changes in Accounting Estimates and Errors' and AASB 1054 'Australian Additional Disclosures'.

The historical financial information is presented in an abbreviated form insofar as it does not include all the presentations and disclosures required by the Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The significant accounting policies adopted in preparation of the historical financial information included in this Supplementary Prospectus are set out in Schedule 2 and are the same for each entity unless otherwise noted.

5. PLAYMEET

On 23 October 2014, the Company announced the terms of a conditional acquisition of an interest in PlayMeet, a social music application. The Company advises that there is no binding agreement in place at this time but the Company is continuing to undertake due diligence on PlayMeet.

In the event the Company proceeds with an acquisition of PlayMeet additional funding will be required. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain the additional financing on satisfactory terms it may be unable to proceed with the acquisition of PlayMeet.

6. GOPHR

The exclusivity period to negotiate the acquisition of a 75% interest in Gophr has been extended to 15 February 2015.

7. INTELLECTUAL PROPERTY

Each of Boppl Limited (UK), Wondr.it Limited and Gophr Limited have separate mobile applications. The source code for the software that operates the apps is subject to copyright. As at the date of this Supplementary Prospectus no application for registration of intellectual property (e.g. patent) has been made in respect of these entities. The Company will make an assessment on a case by case basis whether to apply for registration of any intellectual property of the Group in the future.

8. THE ADVISORY BOARD

Y&B has identified a number of senior experts from a range of backgrounds that have expressed an interest in helping the Management Team to identify and assess opportunities. As such, Y&B has created a formal Board of Advisors initially composed of 5 individuals who will be available on an as-needed basis to:

- (a) identify new investment opportunities;
- (b) assess path to market and consistency of underlying business value of each prospective investment; and
- (c) assist the Investee Companies to access key partners and clients.

The Advisors have been incentivised by being issued Y&B Options which on completion of the Acquisition will be exchanged for in Y&B Adviser Options.

The initial members of the Board of Advisors are proposed to be:

James Segil

James is a web entrepreneur and has hands-on technology start-up experience including business planning, fund raising, sales, business development, recruiting, finance, etc. James has deep industry experience in web and applications hosting, content delivery, telecommunications and eService with a rich background in consumer products, juvenile products and retail merchandising. James has been involved in the creation of many successful businesses. He is cofounder and president of EdgeCast Networks Inc, one of the world's leading content delivery networks, which was acquired by Verizon in November 2013 and was appointed Chief Marketing Officer of Verizon Digital. Along with James' day to day management responsibility overseeing EdgeCast, he leads the company's alliances and licensing businesses, working with carriers and network operators around the world. James has also led and sold two successful businesses prior to EdgeCast. He was former president & founder of KnowledgeBase Solutions Inc, now a division of Talisma Corporation, and was former Chief Operating Officer for Virtualis Systems Inc (rebranded Hosting.com), now a division of Allegiance Telecom. James received his MBA from Harvard Business School and developed his operations, marketing or finance and leadership skills from his front line positions growing brands and businesses.

Shaun Gregory

Shaun Gregory is Managing Director of Telefónica Digital's global advertising business providing leadership to new, developing and established media businesses in more than 30 countries. Prior to this role he launched and was the Managing Director of O2 Media, where along with the UK Executive team, to helped transform O2 from a 'pure play' Telco into a connectivity service brand. Before joining O2 in February 2009, Shaun was the Chief Executive of Blyk the world's first advertiser funded mobile network. He was also responsible for the strategy and fundraising of the UK business. Before moving into mobile, he was Director of New media at Telegraph Media Group and prior to that the Managing director at EMAP Plc. Alongside his full-time executive role at Telefónica, Shaun has participated in a number of early stage, start up and interesting businesses. He is currently Non- Executive Chairman of TagMan, Non-Executive Director of Ocean Outdoor and a Global Board Director/Vice Chairman EMEA of the Mobile Marketing Association.

Brad Spahr

Brad is a seasoned digital media executive specialising in mobile content distribution, mobile gaming, content licensing, digital policy, digital rights management (DRM), business development, strategic development, business planning and product development. Brad is currently Vice President of Product Development, Global Digital Business at Sony Music Entertainment. In this role, he is responsible for overseeing application development for the IOS, Android and Spotify platforms, as well as identifying, building and launching new products and services that leverage SME's artists, music and brands across digital platforms. Brad has previously been head of the content division for the Americas for HTC, where he was in charge of digital music, film, gaming and television projects. He oversaw content partnerships, carrier relationships and profit and loss. His early career began at Sony where he assumed various

positions, including Web Producer, launching the first casual gaming portal for Sony Pictures at <http://www.sonypictures.com/games/>. Brad developed the entire product specifications and plan, integrated commerce and DRM, and programmed the site's back-end by hand. As Director of Business Development, he built mobile content licensing business from the ground up by executing various licensing agreements with major direct to consumer retailers for mobile game and personalization product distribution.

Pete Wood

As Senior Vice President of Digital Distribution for Sony Pictures Entertainment, Pete is responsible for digital business development for Sony Pictures across international markets. His work includes film & TV licensing, technology integration & customer development for electronic sell through (EST) & video on demand (VOD) business models across platforms. As Vice President of International Digital Distribution he took on the additional responsibilities of developing new business models and helping shape the studio's digital strategy which led to his promotion to Senior Vice President in 2013. Pete is also a global board director at Mobile Entertainment Forum the world's leading forum for mobile entertainment. Pete joined Sony in 2006 as Director of Mobile Business Development, specifically looking at new revenue streaming opportunities in the mobile space via memory card & content embedding, working with world's leading handset manufacturers, operators and retailers. Pete is responsible for contract negotiations, technical implementation, deal execution, "go to market" strategy & product development. During this time, Pete developed the world's first global movie embed program with Spider-man 3, first mobile movie program across MEA and first movie preload via USB flash drives. Pete has executed numerous programs to unite Sony's overall hardware and software initiatives, helping to make films and TV shows more accessible on emerging platforms.

Jonathan Bill

Jonathan Bill is a corporate and start-up innovator and business maker, board advisor, founder and angel investor. Jonathan has 10 years mobile internet and telecoms experience at Director level in UK, Asia and Africa. He has 7 years digital media experience at Director level in the UK, Europe, the Middle East and Asia for both start-ups and large enterprises. Jonathan is currently involved in several Indian based start-ups including Plugged India, which offers a customisable suite of services to digital businesses. He has created a scalable product suite and platform that solves customers' pain points both in India and the world. Jonathan was previously SVP of Internet and Data Services for Vodafone (India) where he was responsible for development and deployment of Vodafone India's internet and data strategy including: product strategy and management for data services including content, video, applications, portals, value added services (VAS) and new service development including m-commerce and strategic partnership and business development with key suppliers, partners and original equipment manufacturers (OEMs). He was instrumental in key changes within the telecom ecosystem for example, opening up Vodafone's application programming interface (API) to allow more content and services business to deploy telecom operator payment gateways without significant intervention from the telecom operator. Prior to joining Vodafone (India) in 2011, he was Head of Emerging Markets for the Vodafone Group running data and internet operations for emerging markets including 7 markets in Africa, Egypt and Central Europe – high growth markets for Vodafone.

9. CLARIFICATION TO PROSPECTUS DISCLOSURE

The following disclosure in the Prospectus is clarified as follows:

- (a) Page 17: Note 2 to the Proposed Remuneration table

Amounts paid to Messrs Fernando and Bell are proposed to be **a pro-rata amount of the annual remuneration of £132,000 and £100,000 respectively.**

- (b) Page 39: Section 3.3.3

In the event that there is a breach of confidentiality the company will pursue all legal and civil action to protect the property. Whilst this may prove disruptive the company may not suffer any material loss as the business, knowledge, relationships, deployment and their inter-relationships will collectively endure the Company.

- (c) Page 67: Section 5.1.1

The Company has no intention of acquiring Y&B unless it receives 100% acceptances and therefore has no intention of waiving the conditions precedent relating to the Y&B shareholders and optionholders entering into agreements with the Company to sell their respective securities held in Y&B to the Company.

10. RIGHT TO WITHDRAW APPLICATIONS

In accordance with the Corporations Act, the Company must give applicants who have previously submitted an application form under the Prospectus a copy of this Supplementary Prospectus and 1 month to withdraw their application and be repaid.

Any repayments made by the Company pursuant to an applicant exercising their right to withdraw their application will be made in full without interest.

An applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company at the address set out below so that it is received within 1 month of the date of this Supplementary Prospectus (i.e. **by close of business on 14 February 2015**).

Quintessential Resources Limited Share Issue C/-Computershare Investor Services Pty Limited GPO Box D182 PERTH WA 6840

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that applicant.

11. APPLICATIONS

Investors who have NOT previously submitted an Application Form
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Applications for Securities under the Offers must be made using the application form attached to or accompanying this Supplementary Prospectus

(**Supplementary Application Form**) and otherwise on the terms set out in the Prospectus. Applications must NOT be made on the application form attached to or accompanying the Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

**Applicants who HAVE previously submitted an Application Form AND
DO NOT want to withdraw their application**

Applicants in this category DO NOT need to complete a further Supplementary Application Form in order to receive their Securities. However, such applicants may lodge a Supplementary Application Form if they wish to apply for additional Securities in accordance with the instructions set out above for investors who have NOT previously submitted an Application Form.

**Applicants who HAVE previously submitted an Application Form AND
DO want to withdraw their application**

Applicants in this category may withdraw their applications and be repaid any application monies upon written request to the Company in the manner set out in Section 10.

12. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director and Proposed Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Jay Stephenson
For and on behalf of
Quintessential Resources Limited

ANNEXURE 1 – ADDITIONAL INFORMATION RELATING TO THE YONDER & BEYOND GROUP

Entity	Date of Incorporation	Location of Incorporation	Developers	Previous ownership	Management structure	Employees	Trading and operating history
Yonder and Beyond Ltd	24 February 2014	Australia	Does not have any developers as it is an investing entity	Private investors	As detailed in prospectus. Operations and management remains consistent pre and post transaction (subject to normal changes in staff from time to time).	Chief Executive Officer, Chief Financial Officer and Chief Investment Officer	Non-trading entity
Y&B Australia Pty Ltd	18 December 2013	Australia	N/A – management company	Sole shareholder John Bell, transferred to Yonder and Beyond Ltd.	As detailed in prospectus. Operations and management remains consistent pre and post transaction (subject to normal changes in staff from time to time).	N/A	Non-trading entity
Yonder and Beyond Limited (UK)	3 January 2014	England, UK	N/A – management company	Owned by Yonder and Beyond Pty Ltd, transferred to Yonder and	As detailed in prospectus. Operations and management remains consistent pre	Chief Strategy Officer and Management Executive	Non-trading entity

				Beyond Ltd	and post transaction (subject to normal changes in staff from time to time).		
Yonder and Beyond Inc (USA)	28 February 2014	California, USA	N/A – management company	N/A	As detailed in prospectus. Operations and management remains consistent pre and post transaction (subject to normal changes in staff from time to time).	Chief Product Officer	Non-trading entity
Boppl Limited (UK)	26 March 2013	England, UK	5 Developers	Refer to Prospectus Section 5.4.2	As detailed in prospectus. Operations and management remains consistent pre and post transaction (subject to normal changes in staff from time to time).	Chief Technology Officer and Developers	Currently in the process of deploying in venues. Ingesting venue information.
Wonder.it Limited (UK)	20 February 2014	England, UK	2 Developers	Refer to Prospectus Section 5.4.1	Operations and management remains consistent pre and post	Developers	In development, expect Alpha release in Q1, 2015.

					transaction (subject to normal changes in staff from time to time).		
Prism Digital Limited (UK)	31 October 2012	England, UK	N/A – recruitment company	Refer to Prospectus Section 5.4.1	Operations and management remains consistent pre and post transaction (subject to normal changes in staff from time to time).	2 Directors and 4 Recruitment consultants	Currently trading.
Gophr Limited (UK)	3 February 2014	England, UK	2 Developers	Refer to Prospectus Section 5.4.3	Operations and management remains consistent pre and post transaction (subject to normal changes in staff from time to time).	Chief Executive Officer and Chief Technology Officer	In development, expect Alpha release in Q1, 2015.
Boppl (Australia) Pty Ltd (Aus)	3 September 2013	Australia	N/A – Development done in Boppl Limited (UK)	No change, 100% subsidiary of Boppl Limited (UK)	Operations and management remains consistent pre and post transaction (subject to normal changes in staff from time to time).	Head of Design and Growth Hacker	Currently in the process of deploying in venues. Ingesting venue information.

ANNEXURE 2 – FINANCIAL INFORMATION

Statement of Profit or Loss and Other Comprehensive Income					
30-Jun-14	Yonder and Beyond Limited	Boppl Ltd (UK)	PRISM	Wonder.it	Boppl Australia
	Audited	Audited	Audited	Audited	Unaudited
	\$	\$	\$	\$	\$
Revenue	137,361	183,480	1,000,899	-	-
Expenses					
Administration	(111,002)	(385,116)	(427,948)	(57,571)	-
Personnel expenses	(330,830)	(918,350)	(361,568)	(88,570)	-
Share based payments	(3,500)	-	-	-	--
Finance costs	(36)	-	-	-	-
Profit before income tax expense	(308,007)	(1,119,986)	211,383	(146,141)	-
Income tax expense	-	-	(42,277)	-	-
Profit after income tax expense for the year attributable to the owners of Yonder and Beyond Ltd	(308,007)	(1,119,986)	169,106	(146,141)	-

Statement of Financial Position					
30-Jun-14	Yonder and Beyond Limited	Boppl Ltd (UK)	PRISM	Wonder.it	Boppl Australia
	Audited	Audited	Audited	Audited	Unaudited
	\$	\$	\$	\$	\$
Assets					
Current assets					
Cash and cash equivalents	454,703	-	113,638	180	-
Trade Debtors	-	-	82,284	-	-
Other	127,172	520	-	-	594
Total current assets	581,875	520	195,922	180	594
Non-current assets					
Accounts receivable	-	178,811	-	-	-
PPE	-	11,669	4,178	-	-
Deferred tax asset	-	-	-	-	-
Total non-current assets	-	190,480	4,178	-	-
Total assets	581,875	191,000	200,100	180	594
Liabilities					
Current liabilities					
Trade and other payables	886,527	127,223	66,326	148,822	594
Tax Liability	-	-	81,100	-	
Employee Entitlements	-	225,854	15,176	-	

Accrued Liabilities	-	65,534	2,706	-	
Total current liabilities	886,527	418,611	165,308	148,822	594
Non-current liabilities					
Total non-current liabilities	-	-	-	-	-
Total liabilities	886,527	418,611	165,308	148,882	594
Net assets	(304,652)	(227,611)	34,791	(148,642)	-
Equity					
Issued capital	3,500	310,389	2	166	-
Dividends paid	-	-	(96,400)	-	-
Shared premium	-	-	59,742	-	-
Reserves	(145)	114,261	(8,011)	(2,667)	-
Retained profits	(308,007)	(652,261)	79,459	(146,141)	-
Total equity	(304,652)	(227,611)	34,791	(148,642)	-

NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

1. Statement of Significant Accounting Policies

Boppl Limited is a company limited by shares, domiciled and incorporated in the United Kingdom.

Prism Digital Limited is a company limited by shares, domiciled and incorporated in the United Kingdom.

Wondr.it Limited is a company limited by shares, domiciled and incorporated in the United Kingdom.

Material accounting policies adopted in the preparation of these financial statements are presented below. They have been consistently applied unless otherwise stated. The financial statements were authorised for issue on the 12th of January 2015 by the directors of the company to which they relate.

Basis of Preparation

The directors of the respective company have determined that the relevant company is not a reporting entity because in the opinion of the directors there are unlikely to exist users of the financial report who are unable to command the preparation of reports tailored so as to satisfy specifically all of their information needs. Accordingly, these special purpose financial statements have been prepared to satisfy the directors reporting requirements stipulated by the Australian Securities Exchange and the Corporations Act 2001.

The financial statements have been prepared in accordance with the Corporations Act 2001, the recognition and measurement requirements specified by all Australian Accounting Standards and Interpretations, and the disclosure requirements of Accounting Standards AASB 101 'Presentation of Financial Statements (excluding the requirements in relation to the Statement of Cash Flows and Statement of changes in Equity)', AASB 108 'Accounting Policies, Changes in Accounting Estimates and Errors' and AASB 1054 'Australian Additional Disclosures'.

The presentation currency of the financial report is Australian dollars and the company's functional currency is pound sterling.

Reporting basis and conventions

The financial statements have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. All amounts are presented in Australian Dollars unless otherwise noted.

Going Concern

The financial report for the year ended 30 June 2014 has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business.

For the year ended 30 June 2014:

- Boppl Limited recorded a net loss after tax of \$1,119,986 and had a net working capital deficit of \$418,091.
- Prsim Digital Limited recorded a net profit after tax of \$169,106 and had a net working capital surplus of \$30,614.
- Wondr.it Limited recorded a net loss after tax of \$146,141 and had a net working capital deficit of \$148,642.

Prism Digital Limited

The directors of Prism Digital Limited have prepared a cash flow forecast, which indicates that Prism Digital Limited will generate net cash inflows from operating activities and will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.

Furthermore, as a subsidiary of Yonder and Beyond Ltd subsequent to year end, Yonder and Beyond Ltd have provided a letter of support indicating that it will not call up any amounts owed by Prism Digital Limited and if required will support Prism Digital Limited financially for a period of at least 12 months from the date of this report.

Based on the information outline above, the directors of Prism Digital Limited are confident Prism Digital Limited will continue to be able to pay its debts as and when they become due and payable for a period of at least 12 months from the date of this report.

Boppl Limited and Wondr.it Limited

As a subsidiary of Yonder and Beyond Ltd subsequent to year end, the ability of Boppl Limited and Wondr.it Limited to continue as a going concern is dependent on the ability of the Yonder & Beyond Group to continue as a going concern and support from the parent entity if required.

The ability of Yonder & Beyond to continue to pay its debts as and when they fall due is dependent upon Yonder and Beyond Ltd:

- raising a minimum of \$5m through the issue of a prospectus;
- the directors having an appropriate plan to raise additional funds as required; and/or
- containing operating expenditure if appropriate funding is unavailable.

Should the Yonder & Beyond Group not achieve the matters set out above, there is material uncertainty whether Boppl Limited and Wondr.it Limited will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The financial report does not contain any adjustments relating to the recoverability and classification of recorded assets or to the amounts or classification of recorded assets or liabilities that might be necessary should Boppl Limited and Wondr.it Limited not be able to continue as going concern.

(a) Income Tax

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

(b) Plant and Equipment (not applicable to Wondr.it Limited)

Each class of plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the amount recoverable from these assets.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight line basis over their useful lives to the company commencing from the time that the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are as follows:

Computers and Equipment 25-50%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of profit or loss and other comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(c) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the Statement of Financial Position.

(d) Revenue and Other Income (not applicable to Wondr.it Limited)

Prism Digital

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract. The stage of completion of the contract is determined as follows:

- revenue from time and material contracts is recognised at the contractual rates as labour hours are delivered and direct expenses are incurred.

All revenue is stated net of the amount of value added tax (VAT).

Boppl Limited

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for products and/or services delivered in the normal course of business.

Services revenue generated is recognised over the agreed or estimated service period on a straight-line basis.

All revenue is stated net of the amount of value added tax (VAT).

(e) Value added tax (VAT)

Revenues, expenses, and assets are recognised net of the amount of VAT, except where the amount of VAT incurred is not recoverable from the Tax Authorities. In these circumstances the VAT is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of VAT.

(f) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

(g) Employee Benefits (not applicable to Wondr.it Limited)

Provision is made for the company's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

(h) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency is measured using the currency of the primary economic environment in which the entity operates. The entity's functional currency is Pound Sterling. The financial statements are presented in Australian dollars which is the entity's presentation currency.

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the profit or loss except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the gain or loss is directly recognised in other comprehensive income, otherwise the exchange difference is recognised in the profit or loss.

Translation to Presentation Currency

The financial results and position of foreign operations whose functional currency is different from the presentation currency are translated as follows:

- ▶ Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- ▶ Income and expenses are translated at average exchange rates for the period; and
- ▶ Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the foreign currency translation reserve in the statement of financial position.

(i) Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

Additional amounts contributed are shown in a share premium account within equity.

(j) Critical Accounting Estimates and Judgments

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the company.

Key Estimate – Taxation

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates take into account both the financial performance and position of the company as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents the directors' best estimate, pending an assessment by tax authorities in relevant jurisdictions.

Key Estimate — Impairment (not applicable to Wondr.it Limited)

The company assesses impairment at each reporting date by evaluating conditions specific to the company that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

2. Contingent Liabilities

Each of Boppl Limited, Prism Digital Limited and Wondr.it Limited has no contingent liabilities as at 30 June 2014.

3. Events Subsequent To Reporting Date

Subsequent to the reporting period Yonder and Beyond Limited acquired 60% of Prism Digital Limited.

Subsequent to the reporting period Yonder and Beyond Limited acquired 72.6% of Boppl Limited.

Subsequent to the reporting period Yonder and Beyond Limited acquired 100% of Wondr.it Limited.

4. Commitments

Each of Boppl Limited, Prism Digital Limited and Wondr.it Limited has no commitments at 30 June 2014.

ANNEXURE 3 – METHOD OF DETERMINING THE RESPECTIVE PURCHASE PRICE

Boppl Limited (UK)	\$1,908,230 (\$1,421,446 in equity + \$486,784 in cash) Arm's length negotiation which equated to £1 per share.
Wonder.it Limited (UK)	\$740,000 Based on the expenditure and development time spent
Prism Digital Limited (UK)	\$1,650,000 Based on a multiple of expected 2015 calendar year revenue, however, these forecasts cannot be stated publicly as they may not comply with ASIC guidelines
Gophr Limited (UK)	Investment of up to \$833,000 for a 75% shareholding interest, valuing the company at \$1,110,000 Arm's length negotiation
Boppl (Australia) Pty Ltd (Aus)	Included in the value of Boppl Limited (UK)



 (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Supplementary Application Form

A I/we apply for

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B I/we lodge full Application Money

A\$

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 .

--	--

Surname

[illegible][illegible][illegible][illegible][illegible][illegible]

City/Suburb/Town

State

Postcode

[illegible]

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--	--	--	--

Contact Name

Telephone Number - Business Hours

[illegible]

()

Holder Identification Number (HIN)

[illegible]

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any Shares issued as a result of the Offer will be held on the Issuer Sponsored subregister.

G Payment details - Please note that funds are unable to be directly debited from your bank account

Drawer

Cheque Number

BSB Number

Account Number

Amount of cheque

--

A\$

6

Make your cheque, bank draft or money order payable to ' Quintessential Resources Ltd ' and cross 'Not Negotiable'.

By submitting this Supplementary Application Form:

- I/we declare that this Supplementary Application is complete and lodged according to the Prospectus, and any relevant Supplementary Prospectus, and the declarations/statements on the reverse of this Supplementary Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Supplementary Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Quintessential Resources Ltd.

See overleaf for completion guidelines ➔

How to complete this Supplementary Application Form

A

Number of Shares applied for

Enter the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares (\$A2,000).

B

Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares applied for in Step A by the Issue Price of A\$ 0.20.

C

Applicant Name(s)

Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applications may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D

Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E

Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F

CHES

Quintessential Resources Ltd will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Quintessential Resources Ltd and allocated a Securityholder Reference Number (SRN).

G

Payment

Make your cheque, bank draft or money order payable in Australian dollars to 'Quintessential Resources Ltd' and cross it '**Not Negotiable**'. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Supplementary Application Form. Receipts will not be forwarded. Funds cannot be directly debited from your bank account.

Before completing the Supplementary Application Form the Applicant(s) should read this Prospectus to which this Application relates. By lodging the Supplementary Application Form, the Applicant agrees that this Application for Shares in Quintessential Resources Ltd is upon and subject to the terms of the Prospectus and the Constitution of Quintessential Resources Ltd , agrees to take any number of Shares that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Supplementary Application Form.

Lodgement of Supplementary Application

Supplementary Application Forms must be received by Computershare Investor Services Pty Limited (CIS) by no later than 5.00pm WST on the Closing Date. You should allow sufficient time for this to occur. Return the Supplementary Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited
GPO Box D182
Perth WA 6840

Neither CIS nor Quintessential Resources Ltd accepts any responsibility if you lodge the Supplementary Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Supplementary Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Quintessential Resources Ltd. At least one full given name and the surname is required for each natural person. Supplementary Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund