



## QUARTERLY ACTIVITY REPORT

Quintessential Resources Limited (ACN 149 278 759) (**Company**) is pleased to announce its Quarterly Activity Report for the period ended 31 December 2014.

### Yonder and Beyond Acquisition

The Company announced in July 2014 that it is to acquire global technology incubation company Yonder & Beyond Ltd ("**Y&B**") which holds an exciting portfolio of assets experiencing accelerated growth and development managed by a world class team.

Y&B is pioneered by Shashi Fernando, who has twice been named in the world's top 50 in Mobile Entertainment and has an outstanding track record in the digital and entertainment industry. Mr Fernando was the founder and CEO of Saffron Digital Limited ("Saffron") and sold the company to HTC Corporation, one of the world's largest smartphone manufacturers, for US\$50m in 2011. Under his leadership, Saffron experienced 100% revenue and profit growth, year on year for three years, and was deployed in partnership with music labels, film studios, operators and manufacturers in 43 countries and 17 languages. Mr Fernando was subsequently appointed Chief Content Officer and served on the Board of Directors of HTC Corporation. Y&B is a technology incubation company that provides a collection of resources and expertise at group level to start-up companies in the sector, particularly in mobile, technology and entertainment. This includes full-time senior executives who specialise in areas that are often costly and inaccessible for start-ups, such as Digital Strategies, Business Development, Finance and Human Resources. This model ensures high growth and an excellent probability of success to Y&B's investments.

### Quarterly Activities

Mr Shashi Fernando was appointed a Director of QRL on 17 October 2014 after the resignation of Ms Paige McNeil as Managing Director.

On 31 October 2014, the Company announced an updated capital structure and planned capital raising.

On 6 November 2014, the Company announced that Boppl™ has formed a seamless integration, sales and marketing partnership with iKentoo, a leading cloud-based point-of-sale (POS) solution for hospitality and hotel industries. The partnership and seamless integration enables iKentoo hotel, hostel, restaurant, bar, and cafe owners to activate Boppl™ as an inbuilt feature, allowing customers to order and pay with their smartphone. iKentoo and Boppl™ will benefit with expansion across Europe, Scandinavia, UK and USA providing thousands of venues with a simple, secure and innovative mobile ordering, payment and POS solution.

On 7 November 2014, the Company announced Boppl™ has formed seamless integration, sales and marketing partnership with **Kounta**, a leading cloud-based Point-of-Sale (POS) solution for the hospitality industry. The partnership and seamless integration enables Kounta restaurants, bars and cafe owners to activate Boppl™ as a featured "*Add-On*", allowing customers to order and pay easily, with their smartphone. Kounta and Boppl™ benefit from expansion across Australia, Europe, the UK and USA growing, providing merchants with simple, secure and innovative mobile ordering, payment and POS solution.

On 24 November 2014, the Company lodged a Prospectus with ASIC to raise between \$5m and \$8m.

On 15 December 2014, The Company held a General Meeting to approve a number of resolutions including the acquisition of Y&B and a 20:1 Share Consolidation. All resolutions were passed. Immediately following the meeting, the Company's shares were suspended from trade on the ASX and will remain suspended until such time as the Company re-complies with ASX's admission requirements in Chapters 1 and 2 of the ASX Listing Rules.

There was no exploration of the Company's PNG assets during the quarter. Post completion of acquisition of Y&B, the new board of QRL will undertake a review of the PNG assets to investigate opportunities to divest its existing assets and projects.

## Activities Subsequent to the end of the Quarter

Subsequent to the end of the quarter, the 20:1 Consolidation of the Company's shares was completed, Taylor Collison assumed the role of sole lead manager of the Offer, and the Company lodged a Supplementary Prospectus.

## Revised Timetable

The Closing Date has been extended from 19 January 2015 to 13 February 2015.

### Revised Timetable

KEY MILESTONE	DATE
Lodgment of Supplementary Prospectus with ASIC and ASX	14 January 2015
Offers under Prospectus close	13 February 2015
Completion of Y&B acquisition and issue of Shares under the Prospectus	17 February 2015
Expected date for re-quotation of the Company's Shares on the ASX	24 February 2015

<sup>(1)</sup> 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.

Jay Stephenson  
**CHAIRMAN & COMPANY SECRETARY**

# Appendix 5B

## Mining exploration entity quarterly report

Name of entity

Quintessential Resources Limited

ABN

76 149 278 759

Quarter ended ("current quarter")

December 2014

### Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date 6 Months \$A'000
1.1	Receipts from product sales and related debtors	1	23
1.2	Payments for		
	(a) exploration and evaluation	(3)	(58)
	(b) development		
	(c) production		
	(d) administration	(153)	(274)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	1	2
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Cash advance	-	(1)
<b>Net Operating Cash Flows</b>		(154)	(308)
<b>Cash flows related to investing activities</b>			
1.8	Payment for purchases of:		
	(a) business acquisition	(110)	(110)
	(b) equity investments		
	(c) other fixed assets		
1.9	Proceeds from sale of:		
	(a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.10	Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Refund of security deposit	5	5
<b>Net investing cash flows</b>		(105)	(105)
1.13	Total operating and investing cash flows (carried forward)	(259)	(413)

**Appendix 5B**  
**Mining exploration entity quarterly report**

1.13	Total operating and investing cash flows (brought forward)	(259)	(413)
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc. net of costs	(1)	407
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings	30	30
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (provide details if material)		
	<b>Net financing cash flows</b>	29	437
	<b>Net increase (decrease) in cash held</b>	(230)	24
1.20	Cash at beginning of quarter/year to date	283	29
1.21	Exchange rate adjustments to item 1.20		
1.22	<b>Cash at end of quarter</b>	53	53

**Payments to directors of the entity and associates of the directors**

**Payments to related entities of the entity and associates of the related entities**

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	154
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payment for Managing Director Fees, Corporate Advisory Fees in relation to the Y&B Transaction, Accounting and Company secretary

**Non-cash financing and investing activities**

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

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2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

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### Financing facilities available

*Add notes as necessary for an understanding of the position.*

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

### Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	
4.2 Development	
4.3 Production	
4.4 Administration	40
<b>Total</b>	<b>40</b>

### Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	4	10
5.2 Deposits at call	49	273
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
<b>Total: cash at end of quarter</b> (item 1.22)	<b>53</b>	<b>283</b>

**Appendix 5B**  
**Mining exploration entity quarterly report**

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**Interests in Mining Tenements**

*Disclosure in accordance with ASX Listing Rule 5.3.3*

6.1	<b>Project/ Tenements</b>	Location	Held at end of quarter	Acquired during the quarter	Disposed during the quarter
6.2	<b>Farm-in Agreements / Tenements</b>	Location	Held at end of quarter	Acquired during the quarter	Disposed during the quarter
	E 1727 – Bismark	Papua New Guinea	90%		
	EL 2162 – M’Sende	Papua New Guinea	100%		
6.3	<b>Farm-out Agreements / Tenements</b>	Location	Held at end of quarter	Acquired during the quarter	Disposed during the quarter

### Issued and quoted securities at end of current quarter

*Description includes rate of interest and any redemption or conversion rights together with prices and dates.*

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 <b>Preference securities</b> <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 <b>+Ordinary securities</b>	8,793,011	8,793,011		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through consolidated 1:20	(167,065,356)	(167,065,356)		
7.5 <b>+Convertible debt securities</b> <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 <b>Options</b> <i>(consolidated 1:20)</i>	100,000 30,000 162,500		<i>Exercise price</i> 37 cents 36 cents 14 cents	<i>Expiry date</i> 30 July 2015 4 April 2015 31 October 2015
7.8 Issued during quarter				
7.9 Exercised during quarter				
7.10 Expired during quarter (consolidated 1:20)	500,000		20 cents	31 December 2014

## **Compliance statement**

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act.
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here: ..... Date: 30 January 2015  
Company Secretary

Print name: Jay Stephenson