

## Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Quantum Energy Limited

ACN/ARSN 003 677 245

**1. Details of substantial holder(s)**

Name Crisp Holdings Pty Limited and Phillip Sidney

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on: 7 September 2018

The previous notice was given to the company on: 15 September 2017

The previous notice was dated: 15 September 2017

**2. Previous and present 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 (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice details		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	762,546,811	70.7 %	331,852,852	30.7 %

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
7 September 2018	Crisp Holdings Pty Limited and Phillip Sidney	Sale of Ordinary Shares by Crisp Holdings Pty Limited approved under section 611 item 7 of the Corporations Act, 2001 at the General Meeting of Quantum Energy Limited held on 7 September 2018 – refer below for sale terms as summarised in the Quantum Energy Limited Notice of General Meeting	\$4.471 million (being 1.038 cents per share)	430,693,959 Ordinary shares	430,693,959

			control the voting and disposal rights of shares held by each of Crisp Holdings Pty Limited and Chicago Holdings Limited			
Phillip Sidney	P Sidney, D Townsend, J Walstab	P Sidney, D Townsend, J Walstab	Registered Holder	863,550 Ordinary Shares	863,550	
Phillip Sidney	P Sidney/Chan Sze	P Sidney/Chan Sze	Registered Holder	3,304,327 Ordinary Shares	3,304,327	
				331,852,852 Ordinary Shares	331,852,852	

**5. Changes in association**

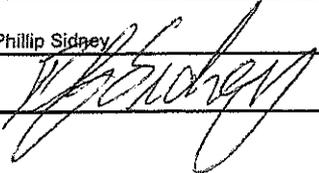
The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

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

Name	Address
Crisp Holdings Pty Limited	cl- Level 40, 2 Park Street, Sydney, NSW
Chicago Holdings Limited	cl- Level 40, 2 Park Street, Sydney, NSW
P Sidney, D. Townsend, J. Walstab.	cl- Level 40, 2 Park Street, Sydney, NSW.
P Sidney/Chan Sze	17 MOOKA AVE VALENTINE NSW

<b>Signature</b>		Capacity: Personal Capacity and Authorised Signatory of Crisp Holdings Pty Limited
Print name	Phillip Sidney	Date: 7 September 2018
Sign here		

The key terms of the Change in Relevant Interests referred to in Item 3 above are as follows:

- (a) The Seller is Crisp Holdings Pty Limited and the Buyer is John Andrew Walstab.
- (b) The number of Ordinary Shares agreed to be sold and transferred is 430,893,959, representing 39.94% of the Company's existing issued Ordinary Shares.
- (c) The sale price per sale Share is 1.038 cents, representing an aggregate consideration of \$4.471 million. The aggregate sale consideration is payable as to \$2.0 million at settlement of the share transfer (which occurred on 7 September 2018), with the balance payable in 5 equal consecutive annual instalments of \$494,200.00 commencing on 1 July 2019. Pending the aggregate sale consideration having been paid in full, the reducing balance payable will bear interest at 10% p.a. to be paid by Mr Walstab annually.
- (d) Warranties: the parties agreed to provide warranties as to capacity and title and which are customary in an agreement of this nature.
- (e) Conditions Precedent: the sale and transfer of Ordinary Shares was conditional upon all consents and approvals required for the share transfer to proceed without breach of any law or contract being obtained, including approval of the Company's Shareholders to the Share Acquisition being obtained under item 7 of section 611 of the Corporations Act 2001 and such Conditions Precedent were satisfied on 7 September 2018.
- (f) Governing Law: the share sale and transfer is governed by the laws of New South Wales.

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies)

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See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.