

Quintessential Resources Limited (QRL.ASX)

(to be renamed ***Yonder & Beyond Limited, YNB.ASX<sup>1</sup>***)



ASX Listing and Equity Raising



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<sup>1</sup>Expected ASX ticker upon re-listing

# Disclaimer

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# Transaction Overview

- Quintessential Resources Ltd (“QRL” or the “Company”) is an ASX-listed company proposing to acquire, in an all stock transaction, the entire issued share capital of Yonder & Beyond (“Y&B”) (“Acquisition”).
- 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.
- Contemporaneously with the Acquisition, QRL (to be renamed Yonder & Beyond Limited with ASX code YNB) is undertaking an equity issue of up to 40m Shares at an issue price of A\$0.20 per share (post 1-for-20 consolidation) to raise up to A\$8m (“Offer”). The minimum amount to be raised is A\$5m. The proceeds of the Offer will be used to fund accelerated roll-out of leading digital asset Boppl<sup>TM</sup> and acquire and accelerate further interests in the Y&B portfolio of exciting digital assets.
- Foster Stockbroking and Taylor Collison have been appointed as Joint Lead Managers to the Offer.
- Following approval by QRL shareholders to proceed with the Acquisition (expected to be obtained early December 2014) and re-compliance with Chapter 1 and 2 of the ASX Listing Rules, QRL is expected to re-list on the ASX as ‘YNB’ in mid December 2014 with an indicative market capitalisation of approximately A\$17m and cash of up to approximately A\$7m.
- As part of the transaction, Shashi Fernando will be appointed Managing Director, and John Bell appointed Executive Director. Jay Stephenson will remain on the Board as Non Executive Chairman. An additional Non-Executive Director is expected to be appointed prior to re-listing.

# Indicative Capital Structure and Use of Funds

	Pre Consolidation	Post Consolidation	Valuation \$0.20
Current Capital Structure	17,858,267	8,792,913 (10%)	\$1,758,583
Acquisition of Y&B <sup>4</sup>	757,500,000	37,875,000 (44%)	\$7,575,000
Offering <sup>1</sup>		40,000,000 (46%)	\$8,000,000
<b>Basic Issued Capital</b>		<b>86,667,913 (100%)</b>	<b>\$17,333,583</b>
Existing QRL Options	15,850,000	1,189,047	
Performance Rights <sup>3</sup>		35,000,000	
Other Options <sup>2</sup>		5,500,000	
<b>Fully Diluted Issued Capital</b>		<b>126,856,961</b>	

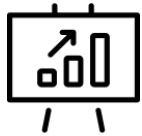
Use of Funds <sup>1</sup>	Amount (\$m)
Investments in existing portfolio of investments	~\$4m
New Potential Investments	~\$3m
Offer Costs	\$0.6m
Working Capital	\$0.4m
<b>Total Capital Raised<sup>1</sup></b>	<b>8.0</b>

1. This assumes that the maximum subscription of A\$8 million is raised under the Offer.
2. Options summary:
  - 3.0m unlisted advisor options with an exercise price of \$0.25 and expiry 31 Dec 2017.
  - 2.5m unlisted options with an exercise price of \$0.20 and expiry 31 Dec 2017.
3. 35m Performance Rights to vendors based on the following milestones:
  - 15m exercisable at \$0.20 on or before 3 years from the date of issue and vesting immediately;
  - 10m 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;
  - 10m 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;
4. Board and Management escrowed for 24 months, remaining Y&B vending shareholders escrowed for 12 months.

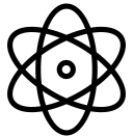
# Invest, Build and Manage Tech-based Startups on Search, Social and Mobile Platforms



World-class management team that has defined the social space, began the SaaS movement and changed the way people consume digital content and music.



Track-record of delivering great ideas globally and more importantly monetising these ideas – *i.e Saffron Digital sale to HTC Corporation.*



Exciting existing portfolio at various stages of development.



Leading app, Boppl™ currently available on Apple and Android and in advanced stages of commercialisation.

# Yonder&Beyond Business Model

- Global technology company investing in start-ups via:
  - Finance (i.e cash);
  - Business Development;
  - Digital Strategies;
  - Corporate strategy; and
  - Human Resources.
- Typical Investment: Flexible as long as equity ownership is significant and commensurate to management involvement [more than A\$4m invested into portfolio to date, as well as significant value add services]
- Typical holding period: 1 – 3 years.
- Typical exit mechanism: Y&B will decide on exit on a case-by-case basis, but most likely IPO or trade sale.
- Capital return policy: Y&B intends to pay dividends and/or capital returns on a regular basis as investments in portfolio companies are monetised.
- Y&B has equity positions in a diversified portfolio of companies (intention to hold equity in 8-12 companies at various stages) across the technology/mobile landscape, providing diversification to investors.

# Yonder & Beyond – How it started?

## Shashi Fernando - CEO



- Founder and CEO of Saffron Digital, started in 2007 after raising \$3m
- Sold Saffron Digital to HTC Corporation in 2011 for ~\$50 million, subsequently joined Board of Directors of HTC as Chief Content Officer (CCO)
- Twice named within global 'Mobile Power 50' as one of the 50 most powerful people in mobile
- At Saffron Digital, built an exceptional team from scratch to 120 across London and Los Angeles. John Bell and Peter Sedeffrow, both formerly of Saffron Digital, have joined the of Y&B management team
- Following his role with HTC, Shashi became an angel investor and is now seeking to list Y&B for further access to capital and to enhance growth profile

# Highly Experienced Management Team Based in London, LA and Australia



**John Bell**

Chief Financial Officer

- Former CFO of Saffron Digital.
- Deep experience in negotiating contracts with content partners and global technology partners
- Chartered Accountant & Director Corporate at Barringtons.



**Mahmood Dhalla**

Chief Product Officer

- 13+ years experience.
- Global Director Products at HTC, Product/Program Management at Microsoft.
- Ran global cross functional teams, 5 software patents.



**Stephane Oury**

Chief Investment Officer

- 13 years experience across TMT at EY, Vivendi Universal, Moelis, Citi.
- Previously Principal at Anton Capital (PE fund managing c. \$200m investments)
- Over 60 transactions / EV>\$170bn



**Peter Sedeffow**

Chief Technical Officer

- Former CTO of Saffron Digital.
- Deployed solutions globally for HTC, Samsung, LG, T-Mobile, Vodafone.
- 12 patents in video encoding.



**Pasa Mustafa**

Chief Strategy Officer

- 10 years experience across digital media.
- Recently responsible for development at TechCity London.
- Previous experience as a producer/developer at Endemol focused on digital.



**Robin Grant**

Board Member - Marketing

- 17 years experience in PR/Marketing.
- Former Global Managing Director of We Are Social.
- Unique global marketing expertise and relationships.



# Advisory Board

Global leaders in media and technology



**James Segil**

Chief Marketing  
Officer, Verizon

- Founder of Edgecast (sold to Verizon for US\$400m)
- Founder Knowledgebase Solutions



**Jonathan Bill**

Founder, Investor,  
Advisor

- Corporate and start-up innovator and angel investor.
- Previously SVP Internet & Data for Vodafone (India)



**Shaun Gregory**

Global Director -  
Advertising  
Telefonica

- Global Director of Advertising for Telefonica
- Former Managing Director of O2 Media



**Brad Spahr**

Senior Vice  
President Sony  
Music

- SVP Global Digital for Sony Music
- Former SVP of Digital at Paramount Pictures



**Pete Wood**

Senior Vice  
President Sony  
Pictures

- SVP of Digital at Sony Pictures.
- Member of Global Board of Mobile Business Development

# Existing Portfolio Assets

Live

In build mode



Boppl

72%\*

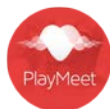
- Leading mobile ordering and payment app.
- Order food and beverages.
- Make payments on your mobile device.
- Global commercialisation imminent.



Prism Digital

60%

- First historical investment.
- Profitable and fast-growing digital recruitment agency.
- Cash generating.



PlayMeet

10%

- Music-based social chat and events app.
- **Partnership with John McClain (Interscope Records, co-executor Michael Jackson estate) and leading music label.**



Gophr

75%\*\*

- Application based courier ordering and payment service.
- 'Uber' for couriers.



Wondr

100%

- Events based media storage and social networking.
- Retain privacy but easily share media.
- Retained IP ownership.

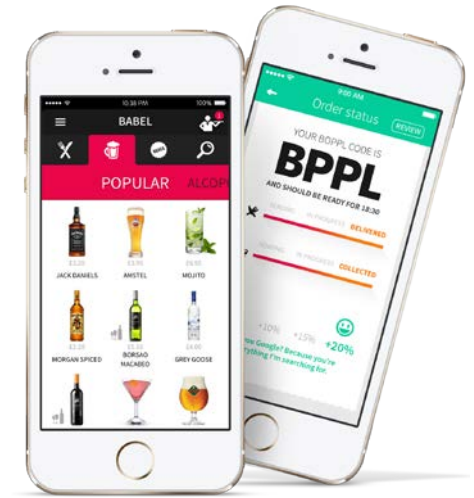
*\*Yonder's interest in Boppl is expected to increase following an investment by Yonder after completion of the Capital Raising subject to final approval by the Board of Boppl. \*\* Yonder has entered into a non binding term sheet to invest in Gophr subject to completion of the Capital Raising.*

# Boppl (Y&B – 72% equity)

## Order with your mobile.

**A platform for venues to accept and service mobile ordering.**

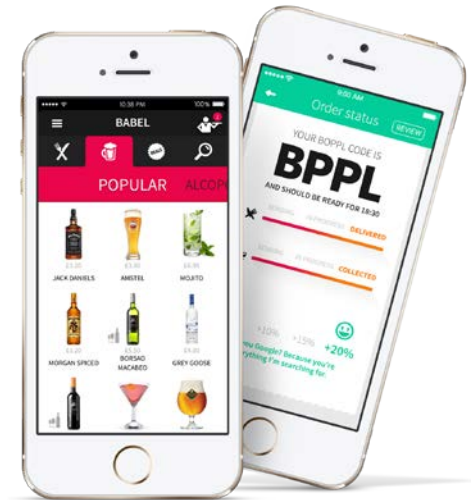
- Order and pay, without your wallet
- Reduces wait times and payment processing
- Never miss a sale
- No waiting for service to recognise your needs
- Imminent commercialisation across Australia, UK, Europe & USA
- Aggressive marketing plan to be rolled out
- Won multiple awards including the *UK Mobile and Apps Design Award in 2014* and named *App of the Day* by Mobile Entertainment, *Top 50 Mobile Innovator in 2013*. Featured on *Mashable* in *Top 20 Best Apps for a Big Night out*, alongside Facebook, Foursquare, Instagram et al.



# Boppl

## Strategic Partnerships

- Boppl has key operating partnerships with some of the best Point-of-Sale (POS) systems on the market, including Kounta and Ikentoo, two of the fastest growing cloud-based POS systems globally
- Multiple additional iPOS integration and partnerships ongoing, with Boppl to continue to expand globally
- Full integration with both Ikentoo and Kounta enables Boppl a platform to be rolled out to all venues:
  - Kounta is a Sydney-based POS provider with more than 2,000 venues globally
  - Ikentoo is a Swiss-based POS provider with close to 1,000 venues in Europe and launching in the USA
- Boppl is now live (from October 2014) on Ikentoo and will be live in November 2014 on Kounta, with final stage discussions already ongoing about the roll-out of deployment of Boppl in Ikentoo venues in UK, South Africa, France and Switzerland



# Boppl

## Management and Growth Opportunity

- Yanni Trainedes has recently been appointed as CEO of Boppl, with Shashi Fernando to assume the role of Executive Chairman
  - Yanni brings 25 years experience in the hospitality industry across Australia and North America, as award-winning restaurant and venue owner and operator
  - Yanni has also been a consultant for some of the most iconic venues, most recently working for Avalon Hollywood
  - Brings to Boppl a wealth of relationships and operational experience, and will deploy Boppl throughout North America
- Yanni will oversee Boppl's strategy for growth, with a focus on ePOS integrations, allowing for seamless deployment in venues around the world, but also on key industrial partnerships with venues operators
- In parallel, venues in Perth, Brisbane, UK, France, South Africa and also potentially Switzerland are expected to be live on Boppl by end of 2014



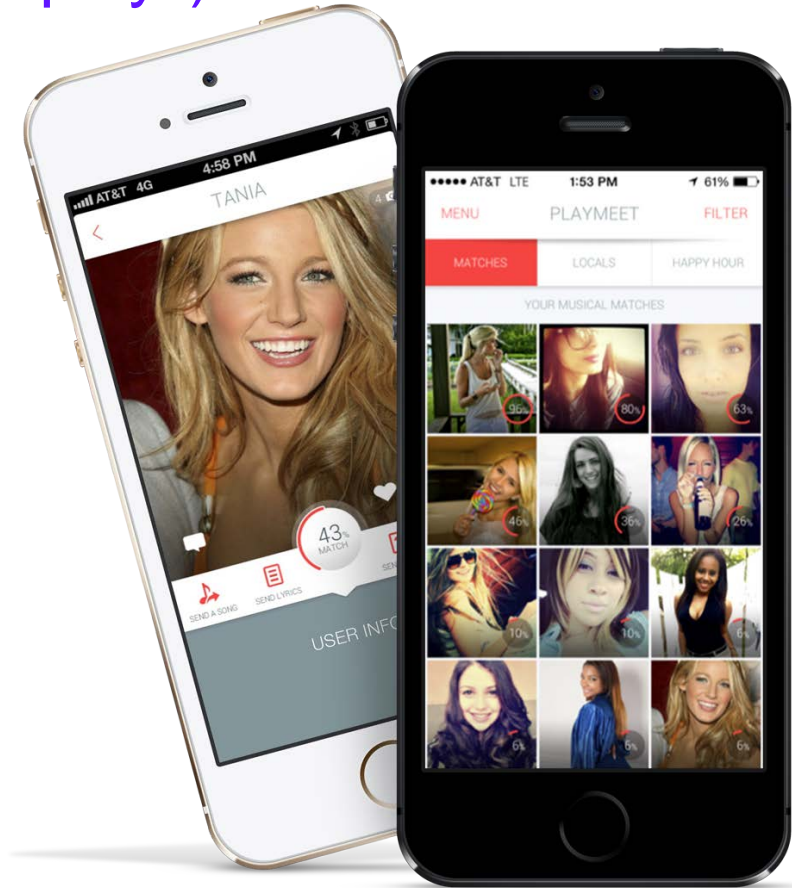
Yanni Trainedes  
Boppl CEO

# PlayMeet (Y&B – 10% Equity\*)

## Social Media Music App

**Meet, chat and interact around your favourite music.**

- Aims to revolutionise the way people connect through music via filling void in mobile messaging apps that have done little to connect people through music
- Imminent commercial launch
- Seasoned music executive John McClain is a founder and shareholder
  - Co Founder of Interscope and Infamous
  - Co Executor of Michael Jackson's estate
- In addition, key music label's commitment as a shareholder in PlayMeet brings its range of artists as endorsers
- Further announcements about new investors and partners to be released late 2014.



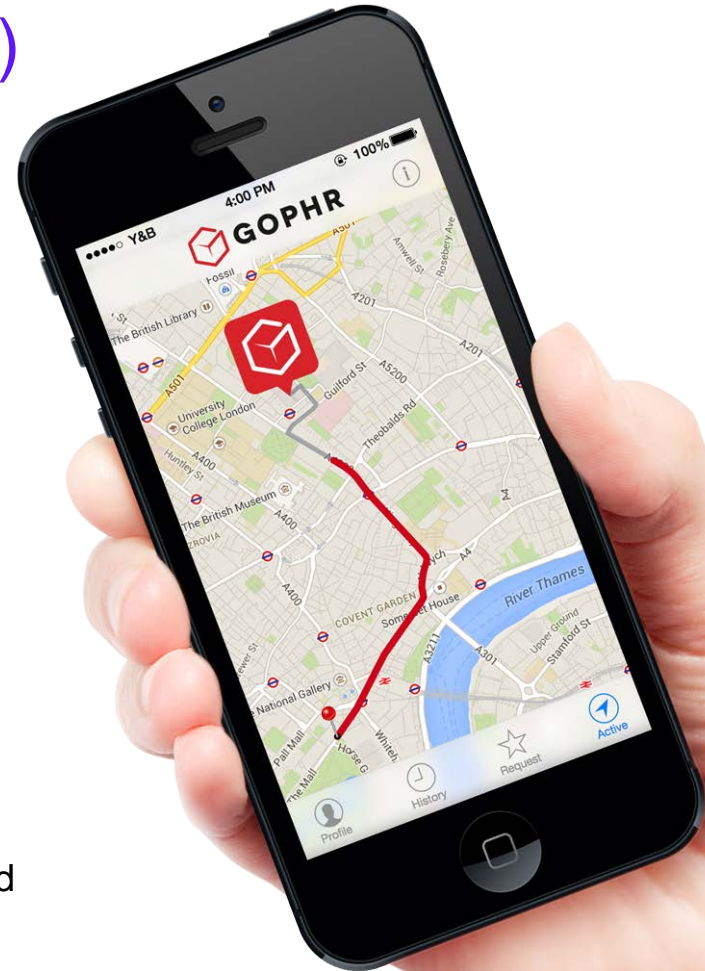
# Gophr (Y&B – 75% Equity)

## ‘Uber’ for Couriers

***Setting out to change the landscape of courier industry by reducing the reliance on dispatch offices and regular business hours***

### **Request, send and pay for deliveries**

- Send or pickup deliveries with a single tap
- Cashless and convenient for couriers and customers
- Clear delivery pricing, simply set the pickup and drop-off location
- Reduces the costs paid by customers whilst increases margins for couriers
- Track and communicate directly with couriers
- Rating system provides credibility to couriers and users



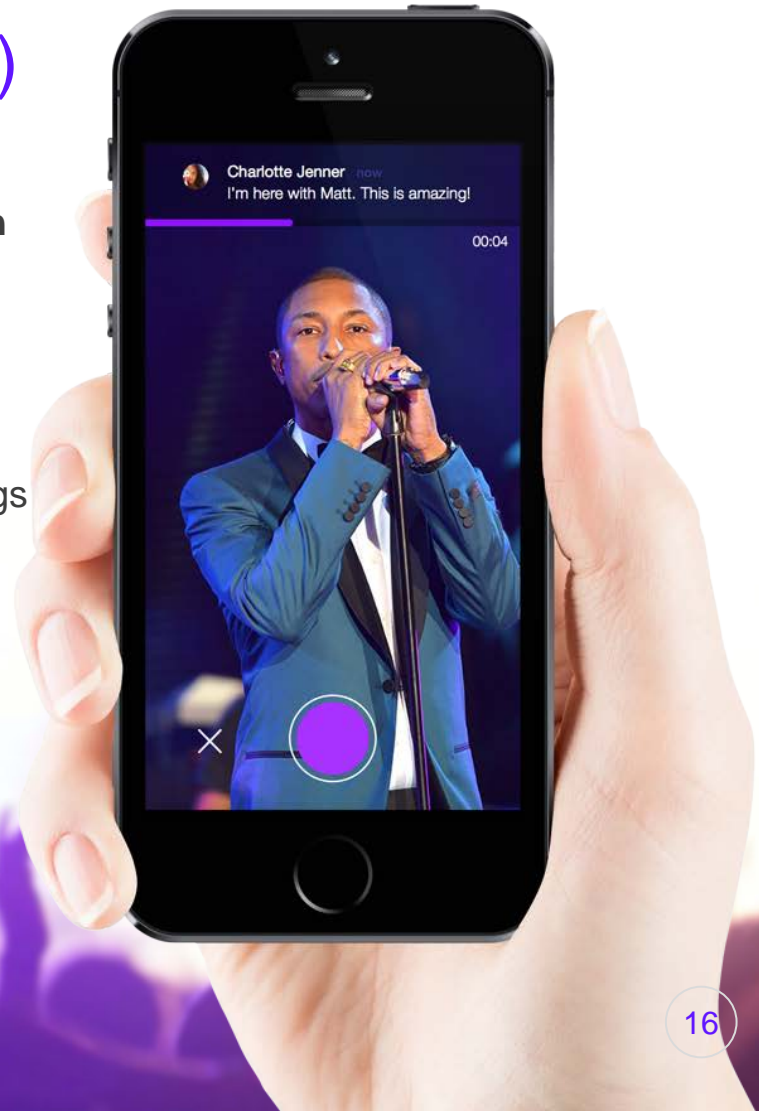


# Wondr (Y&B – 100% Equity)

## Beautiful moments shared

**Experience what's happening anywhere, through the eyes of those who are there.**

- Brings major social network platforms into a single, simple feed
- An all-access pass
- Ability to create private events, such as weddings and family holidays





# Prism Digital (Y&B – 60% Equity)

## The start of better

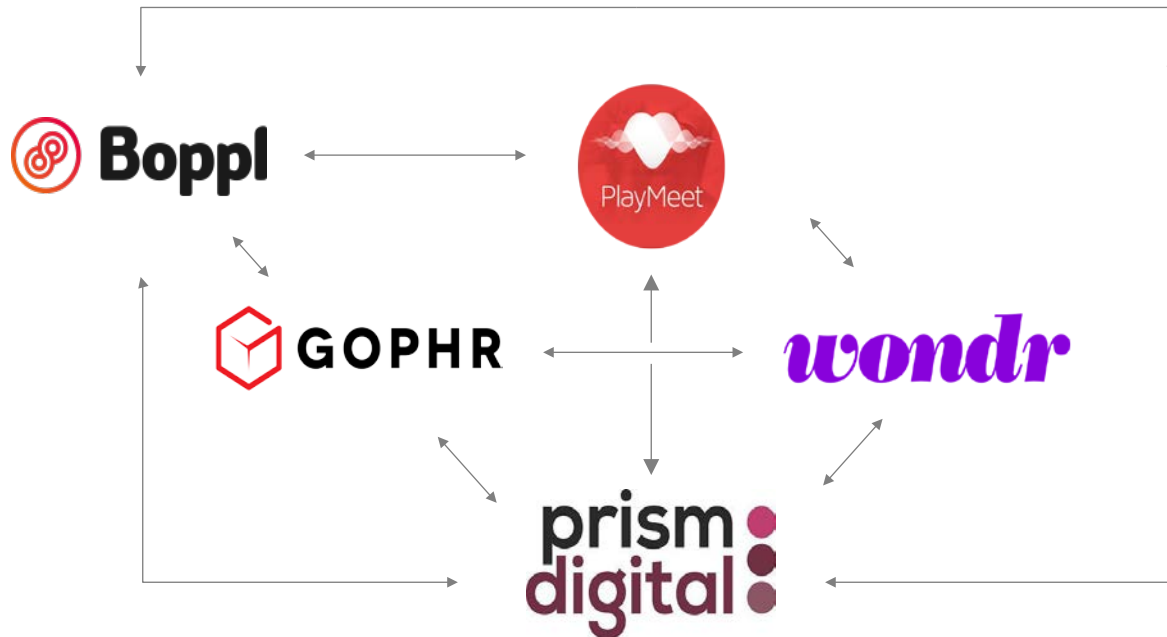
### **Create new relationships.**

- Provides tech companies with efficient and vertical-based recruitment solution
- Identify the best technical and development talents, and the best ideas, in the industry
- Allow Y&B portfolio companies access to the best talent at low cost, while sharing best practices
- Fast growing company with revenue increasing by 107% from FY13A to FY14E
- Strong portfolio of clients including leading technology and media companies



# Success through Synergy

Working together to grow and succeed



# Transaction Timetable

## **Notice of Meeting issued**

Marketing Roadshow

Adelaide

Melbourne

Sydney

Hong Kong

Perth

## **Bids due**

## **Prospectus lodged/offer opens**

Offer closes/cleared funds due

## **EGM/suspension**

## **Expected re-listing on ASX**

## **Wed 12 Nov**

Tues 11 Nov

Wed 12 Nov

Thu 13 and Fri 14 Nov

Mon 17 and Tues 18 Nov

Thurs 20 Nov

## **Fri 21 Nov**

## **Mon 17 Nov**

Mon 8 Dec

## **Fri 12 Dec**

## **Mon 22 Dec**

# Thank you.



**Shashi Fernando**

[shashi@yonderbeyond.com](mailto:shashi@yonderbeyond.com)

+44 7795 613 722

**John Bell**

[john@yonderbeyond.com](mailto:john@yonderbeyond.com)

+61 413 448 552