

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Quantum Resources Limited (the "Company") will be held at Sebel Albert Park, 65 Queens Road, Melbourne, Victoria 3004, Australia, on Wednesday 21 November 2012, commencing at 9.30 am for the following purposes:

AGENDA

ORDINARY BUSINESS

ORDINARY RESOLUTIONS

1. Financial Statements and Reports

To receive and consider the Financial Statements of the Company and the Reports of the Directors and of the Auditor for the financial year ended 30 June 2012.

2. Election of Directors

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

- (i) That Dr David Tyrwhitt who holds office until the close of the meeting in accordance with clause 17.1 of the Company's Constitution, and, being eligible, be re-elected as a director of the Company.
- (ii) That Mr Peter Lee who holds office until the close of the meeting in accordance with clause 16.4 of the Company's Constitution, and, being eligible, be re-elected as a director of the Company.

NON-BINDING ORDINARY RESOLUTION

3. Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report of the Company (which forms part of the Directors' Report) for the financial year ended 30 June 2012 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

By Order of the Board and dated this 15th day of October 2012.



PETER LEE
Company Secretary

2012 ANNUAL REPORT

A copy of the 2012 Annual Report is available on our website at www.qur.com.au

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 3 by (a) key management personnel of the Company; and (b) closely related parties of the key management personnel.

The key management personnel (**KMP**) of the Company are set out in the Remuneration Report.

However, the Company need not disregard a vote on Resolution 3 if:

- (a) it is cast by a person other than a person who is a key management person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by a person who is a key management person as a proxy for a person who is entitled to vote and the proxy is a directed proxy (that is, the proxy specifies how the proxy is to vote on the proposed resolution); or
- (c) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, the chair has been given an open proxy and the proxy appointment expressly authorises the chair to exercise the proxy vote even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP. For the purpose of this resolution, if the chair is appointed as set out in this clause and you do not complete any of the boxes on the proxy form opposite resolution 3, you will be directing the chairman to vote in favour of resolution 3.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A Member entitled to attend and vote at the aforementioned meeting is entitled to appoint not more than two other persons as his/her proxy or proxies to attend and vote, in certain circumstances, instead of the Member at the meeting.
2. If a Member appoints one proxy, that proxy may vote on a show of hands.
3. If a Member appoints two proxies neither may vote on a show of hands. However, if you appoint two proxies to represent you at the Meeting, you must show in the space provided either the percentage of your Shareholding or the number of votes (you are entitled to one vote for each Share you own upon a poll being declared) those proxies are to represent. If you do not complete this section then each proxy may, on a poll, vote half of your Shareholding. A separate proxy form must be submitted for each proxy you appoint.
4. A proxy need not be a Member of the Company.
5. If you appoint a proxy to represent you and vote on your behalf at the Meeting and that person is also a Member or has already been appointed as a proxy for another Member, your vote may not be counted on a show of hands. This is because, on a show of hands, your proxy's vote is only counted once irrespective of the number of Members that that person represents. However, if a poll is taken and your proxy votes, your vote will be counted in full in reaching a decision.
6. The Proxy Form together with the Power of Attorney (if any) or a certified copy of the Power of Attorney (if any) under which it is signed must be lodged at either Level 12, 680 George Street, Sydney, NSW 2000, mailed to Locked Bag A14, Sydney South, NSW 1235 or the Registered Office of the Company or by being sent by fax to (+61) 02 9287 0309, not less than forty-eight (48) hours before the time of the commencement of the meeting.
7. Signing Proxies
 - (i) Joint Holding - All holders must sign.
 - (ii) Shares in Company Names - Companies must execute this form in the way provided by Law.
 - (iii) Individual - Must be signed by the Member or their attorney.
8. For the purpose of the Meeting, Shares will be taken to be held by the persons who are registered holders at 7pm, on 19 November 2012. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

COMPANY REPRESENTATIVE

If Shares are held in a company name and it is intended that a representative of the company attend the Meeting rather than lodge a proxy prior to the Meeting, the person attending the Meeting must present authority from the company director/s signed in the way provided by law.

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Statement provides shareholders of the Company with information in respect of the resolutions to be considered at the Annual General Meeting of the Company to be held Sebel Albert Park, 65 Queens Road, Melbourne 3004 on 21 November 2012 at 9.30 am. Shareholders should carefully review this Explanatory Statement and the associated Notice of General Meeting (**Notice**) to which this Explanatory Statement is attached.

If you have difficulty in properly understanding this documentation, you should consult your financial or legal adviser.

1. RECEIVE AND CONSIDER THE REPORTS FOR THE YEAR ENDED 30 JUNE 2012

This item is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance of the Company generally.

The Company's Annual Report 2012 has been made available to Shareholders. There will be an opportunity for Shareholders at the meeting to comment on and ask questions about the Company's management, operations, financial position, business strategies and prospects.

2. RE-ELECTION OF DIRECTORS

- (i) Article 17.1 of the Company's Constitution requires that one-third of the Directors (excluding the Managing Director) must retire by rotation at the conclusion of the annual general meeting of the Company. Accordingly, Dr David Tyrwhitt retires and being eligible offers himself for re-election.

A profile about Dr Tyrwhitt follows:

Dr David Tyrwhitt

Dr Tyrwhitt has been a Director of the Company since 1999. He has more than 50 years experience in the mining industry. He is currently a Director of Legend International Holdings, Inc., Hawthorn Resources Limited, Golden River Resources Corporation and Northern Capital Resources Corp. He worked for over 20 years with Newmont Mining Corporation in Australia, South East Asia and the United States. During this time, he was responsible for the discovery of the Telfer Gold Mine in Western Australia. He was Chief Executive of Newmont Australia Limited between 1984 and 1988 and Chief Executive Officer of Ashton Mining Limited between 1988 and 1991 and in the past five years, he has been a Director of Astro Diamond Mines N.L and Bassari Resources Ltd. He established his own consultancy in 1991 and worked with Normandy Mining Limited on a number of mining projects in South East Asia. Age 74

- (ii) Article 16.4 of the Company's Constitution requires that a director appointed during a year to fill a casual vacancy retire at the next annual general meeting following their appointment and may seek re-appointment.. Accordingly, Mr Peter Lee retires and being eligible offers himself for re-election.

A profile about Mr Lee follows:

Mr Peter Lee

Mr Lee has over 30 years commercial experience and is currently Chief Financial Officer and Company Secretary of several listed public companies in Australia and North America. He is a Director, Chief Financial Officer and Secretary of Golden River Resources Corp, a Delaware corporation, Secretary of Aurum, Inc; Chief Financial Officer and Secretary of Northern Capital Resources Corp and Great Central Resources Corp, Consolidated Gems, Inc., and Chief Financial Officer and Company Secretary of North Australian Diamonds Limited, Top End Uranium Ltd and Quantum Resources Limited and Secretary of Paradise Phosphate Limited, all listed on Australian Securities Exchange. Mr Lee is also a Director of Acadian Mining Corporation. Mr Lee is a Member of the Institute of Chartered Accountants in Australia, a Fellow of Chartered Secretaries Australia Ltd., a Member of the Australian Institute of Company Directors and holds a Bachelor of Business (Accounting) from Royal Melbourne Institute of Technology. Age 55

The Board of Directors supports the nominations of Dr Tyrwhitt and Mr Lee.

3. ADOPT THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2011

There will be an opportunity for Shareholders at the meeting to comment on and ask questions about the Remuneration Report which is contained in the Company's Annual Report 2012.

The vote on the proposed resolution in agenda Item 3 is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Remuneration Report is set out in the Director's Report of the Company's Annual Report 2012. The Report explains the Board's policies in relation to the nature and level of remuneration paid to Directors and key management personnel within the Company; discusses the link between the Board's policies and the Company's performance; and sets out remuneration details for each Director and for each member of the Company's senior executive management team.

By Order of the Board and dated this 15th day of October 2012



PETER LEE
Company Secretary