

QUANTUM RESOURCES LIMITED

(ASX: QUR)

ASX and Media Release

2 March 2017

PLACEMENT COMPLETED AND TECHNICAL TEAM APPOINTED

Highlights

- Placement of 60 million fully paid ordinary shares completed and heavily oversubscribed - raising \$660,000 before costs
- Quantum in a strong financial position with over \$1.2M in cash to pursue objectives; with roadworks and initial drill preparation completed and recently paid
- Appointment of James Macintosh – a highly experienced, Canadian-based geologist as Exploration Consultant
- Mr. Macintosh to oversee exploration activities at the Thompson Bros Project in conjunction with Dahrouge Geological Management, an exploration and project management team with direct experience in lithium

Exploration update

Exploration Consultant Appointment

Quantum Resources Limited (ASX: “QUR” or “the Company”) is pleased to announce the appointment of James Macintosh as Exploration Consultant. Mr. Macintosh will work with management to oversee the mineral exploration and project management team at Dahrouge Geological, who have direct experience in the lithium sector in North America.

Mr. Macintosh holds a B.Sc. (Honours, Geological Sciences) from Queen’s University and currently sits on the Queen’s University Geology Council. During a professional career spanning over thirty years, Mr. Macintosh has been involved in a broad range of technical, analytical and executive positions in mineral exploration, mine development and mining production operations with a focus on North America and Central America. His experience encompasses precious metal, base metal and industrial mineral projects.

Mr. Macintosh is currently the President and CEO of GTA Resources and Mining Inc., a Canadian gold and zinc exploration company. Prior to that he was the Lead Director and Chairman of the Audit Committee for Carlisle Goldfields Limited, a Canadian gold company sold to Alamos Gold Inc (NYSE/TSX: AGI). Mr. Macintosh is also a Director of Silver Mountain Mines Inc. and Continental Mining and Smelting Limited, a private exploration company, whose assets were recently acquired by Galway Metals Inc (TSXV: GWM).

Financing & Cost Saving Initiatives

The Company is investigating the opportunity to reclaim drilling costs through the Province of Manitoba's Mineral Exploration Assistance Program ("MEAP"). The MEAP grants have been put in place by the provincial government to stimulate activities that could lead to the development of new mines and industrial mineral projects in Manitoba. MEAP is directed towards projects with a high likelihood of success. In 2016 / 2017 MEAP will provide for up to 50% of approved expenditures (up to a maximum of C\$200,000) for projects in the Flin Flon & Snow Lake regions, where the Thompson Bros Project is located.

Capital raising

The Company has completed the Placement of 60 million fully paid ordinary shares at an issue price of \$0.011 (1.1 cents), raising \$660,000 before associated costs. Each two shares placed comes with one free attaching option exercisable at 3.25 cents on or before 31 August 2020. (Placement).

The Placement was offered to sophisticated investors under s708 Corporations Act (Cwth) 2001 and pursuant to Chapter 7.1 and 7.1A of ASX Listing Rules.

Funds raised are intended to be used for the development of the Company's advanced Manitoba Lithium Project (Thompson Bros Project) (including the current 2017 Winter Drilling Program), the further development of the Company's existing exploration assets, and otherwise applied to the working capital and administrative costs of the Company.

The Company's applicable Appendix 3B, 3.10.5A Notice and 708 Cleansing Notice is attached to this announcement.

For and on behalf of the Board



Avi Kimelman

Director

About Quantum Resources Limited (ASX: "QR" or the "Company"):

QR own the rights to back in to earn up to 95% ownership interest of the Thompson Bros. Lithium Property from Ashburton Ventures Inc. by financing their commitments relating to their Option Agreement with Strider Resources Ltd.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

QUANTUM RESOURCES LIMITED

ABN

84 006 690 348

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | <ol style="list-style-type: none">1. Fully paid ordinary shares2. Unlisted options (3.25 cents – 31 August 2020) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 60,000,0002. 30,000,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ol style="list-style-type: none">1. Fully paid ordinary shares.2. Unlisted options (3.25 cents – 31 August 2020) |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. Yes 2. Yes
5	Issue price or consideration	1. 1.1 cents; 2. Free attaching.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Funds raised are intended to be used for the development of the Company's advanced Manitoba Lithium Project (including the current 2017 Winter Drilling Program), the further development of the Company's existing exploration assets, and otherwise applied to the working capital and administrative costs of the Company
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	1. 22,903,138 2. 30,000,000
6d	Number of +securities issued with security holder approval under rule 7.1A	1. 37,096,862 2. Nil

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/a	
6f	Number of +securities issued under an exception in rule 7.2	N/a	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes. Issue date 2 March 2017 VWAP: \$0.01346 75% of VWAP: \$0.0101 Issue price greater than 75% of 15 trading day VWAP Source: from iRESS sourced data	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See Annexure 1	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	2 March 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 430,968,619	+Class Fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	52,000,000	Options exercisable at \$0.0325 each on or before 17 November 2018.
	118,828,793	Options exercisable at \$0.0325 each on or before 31 August 2020
	7,500,000	Options exercisable at \$0.02 each on or before 31 August 2019
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Adrien Wing
Company Secretary
2 March 2017

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue	168,139,826
Add the following: - Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid ⁺ordinary securities that became fully paid in that 12 month period Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	21,000,000 shares on 17 May 2016 120,000,000 shares 5 October 2016 19,566,051 shares on 25 November 2016 42,262,742 per this Appendix 3B
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil
“A”	370,968,619

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	55,645,293
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	22,903,138 shares and 30,000,000 options per this Appendix 3B
“C”	52,903,138
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	55,645,293
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	52,903,293
Total [“A” x 0.15] – “C”	2,742,155 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	370,968,619
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	37,096,862
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	37,096,862 shares per this Appendix 3B
“E”	37,096,862
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	37,096,862
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	37,096,862
Total [“A” x 0.10] – “E”	- <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

ASX and Media Release

2 March 2017

708 CLEANSING NOTICE AND LR3.10.5A NOTICE

Notice Pursuant to Section 708A(5)(e) of the Corporations Act

Quantum Resources Limited (the Company) gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) as follows:

- (a) On 2 March 2017, the Company issued 60,000,000 fully paid ordinary shares in the Company.
- (b) The shares were issued without disclosure to the investor under Part 6D.2 of the Corporations Act.
- (c) As at the date of this notice the Company has complied with:
 - The provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - Section 674 of the Corporation Act.

(d) As at the date of this notice there is no excluded information required to be disclosed under section 708A(6)(e) of the Corporations Act.

Information under ASX Listing Rule 3.10.5A

The Company provides the following information in accordance with ASX Listing Rule 3.10.5A in relation to the shares issued under ASX Listing Rule 7.1A

Dilution to existing holders of ordinary shares as a result of the issue made under ASX Listing Rule 7.1A:

The percentage of the Company's issued capital represented by the issue under ASX Listing Rule 7.1A is 9.42%. 37,096,862 of the placement shares were issued under 7.1A. The holders of ordinary shares before the issue under ASX Listing Rule 7.1A will hold 90.58% of the issued capital following the issue under of Listing Rule 7.1A.

The Company conducted the placement rather than a pro-rata issue or other type of issue in which existing security holders would have been eligible to participate as it was considered a more efficient and expedient manner to raise capital given the Company's circumstances.

No underwriting arrangements were in place in relation to the issue of the Placement shares.

A fee of up to 6% of the proceeds of the placement will be paid to parties associated with the Placement.

For and on behalf of New Age Exploration Limited,



Adrien Wing
Company Secretary