

Quest Minerals Limited

ACN 062 879 583

Cleansing Prospectus

For the offer of 10,000 Shares at a price of \$0.025 per Share to raise \$250 (before the costs of the Offer) by the Company.

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.

IMPORTANT NOTICE

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY. AFTER READING THIS PROSPECTUS YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, FINANCIAL ADVISER, TAXATION ADVISER, OTHER INDEPENDENT PROFESSIONAL ADVISER OR THE SHARE REGISTRY IF YOU HAVE ANY QUESTIONS. YOU SHOULD HAVE REGARD TO ALL PUBLICLY AVAILABLE INFORMATION CONCERNING THE COMPANY. THE SHARES OFFERED UNDER THIS PROSPECTUS SHOULD BE CONSIDERED SPECULATIVE.

Contents

1. Important Notes	1
2. Key dates for the Offer	3
3. Details of the Offer	3
4. Purpose and effect of the Offer	4
5. Rights and liabilities attached to Shares under the Offer	4
6. Risk Factors	5
7. How to apply	10
8. Important information	11
9. Definitions and interpretation	20
10. Corporate directory	22

1. Important Notes

About this Prospectus

This Prospectus is for the offer of 10,000 Shares at a price of \$0.025 per Share to raise \$250 (before the costs of the Offer) (the **Offer**), by Quest Minerals Limited ACN 062 879 583 (**Quest Minerals** or **Company**).

This Prospectus is dated 19 April 2017 (**Lodgement Date**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on the same date pursuant to section 718 of the Corporations Act.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713(1) of the Corporations Act and as such it should be read in conjunction with the Company's other periodic and continuous disclosure announcements given to ASX Limited (**ASX**) which are available at www.asx.com.au. The Prospectus does not contain the same level of disclosure as an initial public offering prospectus. In making representation in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This Prospectus expires on the date which is 13 months after the Lodgement Date, being 19 May 2018 (**Expiry Date**), and no Shares will be issued on the basis of this Prospectus after the Expiry Date.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an Application Form which accompanies this Prospectus.

ASIC and ASX disclaimer

A copy of this Prospectus has been lodged with ASIC and ASX. Neither ASIC nor ASX, nor any of their respective Officers, take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

Defined terms

A number of defined terms are used in this Prospectus. These terms are defined in section 9.1 of this Prospectus. Unless otherwise stated or implied, references to times in this Prospectus are to the time in Perth, Western Australia.

Risk Factors

Investors should note that there are a number of risks attached to their investment in Quest Minerals. Please refer to section 6 of this Prospectus (**Risk Factors**) for further information on those risks.

These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in Quest Minerals should be considered highly speculative.

No account of personal information

This Prospectus and the recommendations and other information contained in it do not constitute financial product advice. This Prospectus does not take into account the individual investment objectives, financial situation and particular needs of each investor and it does not contain personal advice.

It is important that you read this Prospectus in its entirety before making any investment decision and any decision relating to the Shares issued under the Offer. Before deciding on whether to invest in Shares, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains various forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends' and other similar words that involve risks and uncertainties. Statements other than statements of historical fact may be forward looking statements. Quest Minerals believes that it has reasonable grounds for making all statements relating to future matters attributed to it in this Prospectus.

Investors should note that such statements are subject to inherent risks and uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors, many of which are beyond the control of Quest Minerals.

Investors should note that any reference to past performance is not intended to be, nor should it be relied upon as, a guide to any future performance.

The forward-looking statements in this Prospectus only reflect views held as at the date of this Prospectus. Subject to any continuing obligations under law or the Listing Rules, Quest Minerals and its Directors disclaim any obligation to revise or update after the date of this Prospectus any forward-looking statements to reflect any change in the views, expectations or assumptions on which those statements are made. Any forward-looking statement in this Prospectus is qualified by this cautionary statement.

These forward-looking statements are subject to the Risk Factors, which could cause actual results to differ materially from the results expressed or anticipated in these statements. The Risk Factors are set out in section 6 of this Prospectus.

Foreign jurisdictions

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. As at the date of this Prospectus, no action has been taken to register or qualify the Shares under the Offer or to otherwise permit a public offering of Shares outside of Australia.

This Prospectus (including electronic copies) may not be distributed or released, in whole or in part, in the United States. The Shares under the Offer have not been or will not be registered under the US Securities Act or the securities laws of any state of the United States, and they may not be offered or sold in the United States. Such securities are being offered and sold solely outside the United States pursuant to Regulation S under the US Securities Act.

Currency

Unless otherwise stated, the currency referred to in this Prospectus is Australian dollars.

No representations other than in this Prospectus

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained in this Prospectus may not be relied on as having been authorised by the Company in connection with the Offer. You should rely on the information in this Prospectus.

Enquiries

If you have any questions in relation to the Offer or this Prospectus, please call Quest Minerals between 8:30 am and 5:00 pm WST Monday to Friday during the period from and including the date on which the Offer opens until and including the date on which it closes on +61 8 9481 0389.

Website

A copy of this Prospectus can be downloaded from the website of the Company at www.questminerals.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia. To view annual reports, shareholder information and company information about the Quest Minerals announcements, background information on the Quest Minerals' operations and historical information, visit Quest Minerals' website at www.questminerals.com.au

2. Key dates for the Offer

Event	Date
Lodgement of Prospectus with ASIC and ASX	19 April 2017
Offer opens	19 April 2017
Offer closes	5:00 pm WST on 21 April 2017

Dates and times in this Prospectus are indicative only and subject to change.

Quest Minerals reserves the right, subject to the Corporations Act, Listing Rules and other applicable laws, to vary any or all of the dates and times of the Offer without prior notice, including extending the Offer or accepting late applications, either generally or in particular cases, or to withdraw the Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of Shares under the Offer.

3. Details of the Offer

3.1 Overview of the Offer

Under this Prospectus, Quest Minerals is offering the opportunity to subscribe for 10,000 Shares at a price of \$0.025 per Share to raise \$250 (before the costs of the Offer).

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided to these parties.

All of the Shares under the Offer will rank equally in all respects with existing Shares on issue at the date of this Prospectus.

3.2 Objective and legal regime

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to any Shares issued by the Company before the Closing Date (including before the date of this Prospectus).

If securities are issued to an investor without a disclosure document then the on-sale of those securities is generally restricted pursuant to the Corporations Act, unless an exemption applies (such as those under section 708A of the Corporations Act).

Since Shares have been suspended from trading on ASX for more than 5 days during the 12 months preceding the date of this Prospectus, the Company is precluded from relying on a cleansing notice under section 708A(5) of the Corporations Act to remove any such trading restrictions, which would otherwise apply in respect of any Shares issued by the Company prior to the Closing Date.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure (and therefore would be exempt from the on-sale provisions) if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

4. Purpose and effect of the Offer

4.1 Purpose and use of proceeds

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to the Shares issued by the Company before the Closing Date (including Shares issued before the date of this Prospectus).

The Company is seeking to raise only a nominal amount of \$250 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital. All of the funds raised from the Offer will be applied towards expenses of the Offer.

4.2 Capital structure as at the date of this Prospectus and immediately after the Offer

The effect on the capital structure of Quest Minerals as a result of the Offer is set out below.

Type of securities	Date of Prospectus	Completion of the Offer
Shares (includes quoted and unquoted Shares)	117,399,428	117,409,428
Unquoted Options (exercisable for 1 Share each)	32,500,000	No change

There are no convertible notes or performance rights on issue as at the date of the Prospectus.

4.3 Financial effect of the Offer

After paying the expenses of the Offer of approximately \$9,100 (excluding any GST), there will be no net proceeds from the Offer. The expenses of the Offer (exceeding \$250) will be met from the Company's existing cash reserves.

The effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$8,850 (excluding any GST).

5. Rights and liabilities attached to Shares under the Offer

5.1 Shares

The rights attaching to Shares (including to Shares offered under this Prospectus) are described in the Constitution and, to the extent applicable, are regulated by the Corporations Act, the Listing Rules and general law. The following is a summary of certain rights attaching to Shares (including to Shares offered under this Prospectus).

- (a) **Voting rights:** subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.
- (b) **Dividends:** subject to the Corporations Act, the Listing Rules, the Constitution and the rights of any person entitled to shares with special rights to dividend, the Directors may determine that a dividend is payable, fix the amount and the time for payment and authorise the payment or crediting by the Company to, or at the direction of, each member entitled to that dividend.
- (c) **Future issues of securities:** the issue of shares (including preference shares) in the Company is under the control of the Directors who may:
 - (i) issue and cancel shares in the Company;
 - (ii) grant options over unissued shares in the Company; and

- (iii) settle the manner in which fractions of a share, however arising, are to be dealt with, subject to the Corporations Act, the Listing Rules and any special rights conferred on the holders of any shares or class of shares.
- (d) **Transfer of Shares:** subject to the Constitution and the Listing Rules, a share in the Company is transferable:
 - (i) as provided by the Operating Rules of a CS Facility if applicable; or
 - (ii) by any other method of transfer which is required or permitted by the Corporations Act and, while the Company is on the official list of ASX, ASX.
- (e) **Liquidation rights:** the Company has only issued one class of shares, which all rank equally in the event of liquidation. Once all the liabilities of the Company are satisfied, a liquidator may, with the authority of a special resolution of the Company's shareholders, divide among the Company's shareholders the whole or any part of the remaining assets of the Company. The liquidator can with the sanction of a special resolution of the Company's shareholders vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any shares or other securities in respect of which there is any liability.
- (f) **Shareholder liability:** the Shares under the Offer are fully paid shares and are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.
- (g) **Meetings and notices:** each Shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.
- (h) **Election of Directors:** there must be a minimum of three Directors but not more than 10 Directors. At every annual general meeting one third of the Directors (rounded down to the nearest whole number) must retire from office together with any Director who would have held office for more than three years since that Director's election or last election. These retirement rules do not apply to certain appointments including the Managing Director.
- (i) **Amendment of Constitution:** the Constitution can only be amended by a special resolution, passed by at least three quarters of the votes cast by holders of Shares entitled to vote on the resolution, at a general meeting. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.
- (j) **Predominance of Listing Rules:** while the Company is admitted to trading on the official list, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done.

This summary does not provide an exhaustive statement of rights and liabilities attaching to the Shares and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

6. Risk Factors

There are a number of risks, both specific to Quest Minerals and of a general nature, which may, either individually or in combination, affect the future operational and financial performance of Quest Minerals and the resources industry in which it operates, and the value of Shares under the Offer.

The Shares offered under this Prospectus should be considered speculative because of the nature of Quest Minerals' business.

There are numerous Risk Factors involved with Quest Minerals' business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, however many risks that may affect Quest Minerals are outside the control of Quest Minerals and cannot be mitigated.

Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The risks summarised below are not exhaustive and do not take into account the individual circumstances of investors. Quest Minerals does not give any assurances or guarantees of the future performance or profitability of Quest Minerals or the value of Shares. Additionally, Quest Minerals does not give any assurances or guarantees that the risks set out in this Prospectus will not change. The future dividends, the value of Quest Minerals assets and the market value or price of Shares quoted on ASX may be influenced by these and other Risk Factors.

Every investor should:

- (a) rely on their own knowledge of Quest Minerals;
- (b) refer to disclosures made by Quest Minerals on ASX; and
- (c) consult their professional advisers before deciding whether to apply for Shares under the Offer.

6.1 Specific Company and industry risks

The Company's Victory Bore gold exploration project represents the main business activity and focus of the Company. Risks specific to Quest Minerals' circumstances include the following:

(a) Exploration

The Company's sole project is Victory Bore. Whilst the Company has announced an inferred resource of magnetite/vanadium/titanium for the project, the Company's further exploration activities will initially be focused on gold. Whilst exploration by the Company and others who previously held the ground at Victory Bore justifies further exploration, the Company's tenements carry exploration risk. Exploration is a high-risk undertaking. While the Company has identified gold anomalies from historical drilling by previous explorers that justify follow up exploration, there is no assurance that further drilling and exploration at Victory Bore will result in the identification of economically recoverable reserves or lead to successful mining and economic exploitation.

(b) Management

As a small company with limited management resources, the ability of the Company to achieve its objectives depends on the availability and retention of key external contractors who constitute its technical panel and provide technical expertise. If the Company cannot secure external technical expertise (for example to carry out certain aspects of its exploration program including drilling), this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon. Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Directors believe that appropriately skilled and experienced professionals are generally available in the market to provide technical services to the Company at competitive market rates.

(c) Commodity prices

Commodity prices including the gold price fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. In terms of potential future Australian dollar income, the value and fluctuation of the Australian dollar can also materially impact on future revenue of the Company. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to raise funds to implement those plans and activities.

(d) Resource estimate

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates, which were valid when made, may change significantly when new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should Quest Minerals encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could have either a positive or negative effect on Quest Minerals' operations.

(e) Title risk

Mining tenements are governed by the respective State legislation and each tenement is for a specific term and carries with it annual minimum expenditure and reporting commitments as well as other conditions requiring compliance. There is a risk that the Company could lose title to one or more of its tenements if tenement conditions or annual expenditure commitments are not met.

(f) Exploration and operating risks

The current and future operations of Quest Minerals, including exploration, appraisal and possible production activities, may be affected by a range of exploration and operating factors, including:

- (i) geological conditions;
- (ii) limitations on activities due to seasonal weather patterns;
- (iii) alterations to program and budgets;
- (iv) unanticipated operational and technical difficulties encountered in geophysical surveys, drilling, metallurgical laboratory work and production activities;
- (v) mechanical failure of operating plant and equipment; adverse weather conditions, industrial and environmental accidents, acts of terrorism or political or civil unrest and other force majeure events;
- (vi) industrial action, disputation or disruptions;
- (vii) unavailability of transport or drilling equipment to allow access and geological and geophysical investigations;
- (viii) failure of metallurgical testing to determine a commercially viable product;
- (ix) unavailability of suitable laboratory facilities to complete metallurgical test work investigations;
- (x) shortages or unavailability of manpower or appropriately skilled manpower;
- (xi) unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment; and
- (xii) prevention or restriction of access because of an inability to obtain consents or approvals.

(g) Environment

The projects are subject to Western Australia and Federal laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, the projects would be expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities. Quest Minerals intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by Quest Minerals' activities are rehabilitated as required by

applicable laws and regulations. Ground disturbance during exploration on the exploration licence that comprises the Victory Bore project require that the Company adhere to the Program of Works approved by the Department of Minerals and Petroleum (**Department**) to ensure operations are consistent with responsible and ecologically sustainable exploration. The Company follows all procedures and regulations prescribed by the Department.

(h) Mining tax and royalties

There is a risk that the Commonwealth or Western Australia Governments may seek to introduce further, or increase existing, taxes and royalties.

(i) Encumbrances on title

Quest Minerals may at a future date be required to encumber part or all its tenure to expedite future commercial transactions.

(j) Funding

At the date of this Prospectus, Quest Minerals has no income producing assets and will generate losses for the foreseeable future. Until it can develop a project and generate appropriate cashflow, it is dependent upon being able to obtain future equity or debt funding to support long term exploration, after the expenditure of the net proceeds. Neither Quest Minerals nor any of the Directors or any other party can provide any guarantee or assurance that if further funding is required, such funding can be raised on terms acceptable to Quest Minerals. Any additional equity funding will dilute existing Shareholders. Also, no guarantee or assurance can be given as to when a project can be developed to the stage where it will generate cashflow. As such, a project would be dependent on many factors, for example exploration success, subsequent mine development, commissioning and operational performance. Quest Minerals may not be able to earn or maintain proposed equity interests in its tenements if it fails to meet the ongoing expenditure commitments. Accordingly, Quest Minerals may potentially lose entitlement or rights to interests in the tenements and projects.

(k) Liquidity risk

The market for the Shares may be illiquid. Consequently, investors may be unable to readily exit or realise their investment.

(l) Unforeseen risks

There may be other risks which the Directors are unaware of at the time of issuing this Prospectus which may impact on Quest Minerals and its operations, and on the valuation and performance of Quest's Shares.

6.2 General economic risks and business climate

Share market conditions may affect the listed securities regardless of operating performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) movements in or outlook on interest rates and inflation rates;
- (c) currency fluctuations;
- (d) commodity prices;
- (e) changes in investor sentiment towards particular market sectors; and
- (f) the demand and supply for capital.

Commodity prices are influenced by physical and investment demand for those commodities. Fluctuations in commodity prices may influence individual projects in which Quest Minerals may have an interest.

6.3 Exploration, development, mining and processing risks

The business of mineral exploration, project development and mining by its nature contains elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- (a) the discovery and/or acquisition of economically recoverable ore reserves;
- (b) successful conclusions to bankable feasibility studies;
- (c) access to adequate capital for project development;
- (d) design and construction of efficient mining and processing facilities within capital expenditure budgets;
- (e) securing and maintaining title to tenements and compliance with the terms of those tenements;
- (f) obtaining consents and approvals necessary for the conduct of exploration and mining; and
- (g) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Adverse weather conditions over a prolonged period can adversely affect exploration and mining operations and the timing of revenues.

Whether income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.

Mining is an industry which has become subject to increasing legislative regulation including but not limited to environmental responsibility and liability. The potential for liability is an ever-present risk. The use and disposal of chemicals in the mining industry is under constant legislative scrutiny and regulation. The introduction of new laws and regulations or changes to underlying policy may adversely impact on the operations of Quest Minerals.

6.4 Native title and compliance conditions for access

Prior to the grant of EL 57/1036, Acacia Mining Pty Ltd (**Acacia**) (a wholly owned subsidiary of the Company) and the Wutha People signed a Heritage Protection Agreement in respect of access for exploration purposes. The main requirement for access agreed by the parties is that if requested, an anthropological study be completed over the ground to be disturbed to ensure any known sacred sites are not disturbed. Previous anthropological studies covering the area have not identified any such sites. The Company must ensure Acacia complies with these requirements to have access to conduct its planned exploration activities. In broader terms, the *Native Title Act 1993* (Cth) (**Native Title Act**) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact on Quest Minerals' operations and future intentions. Native title can be extinguished by valid grants of land or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not extinguished by the grant of mining leases, as they are not considered to be grants of exclusive possession. A valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title. For tenements to be validly granted (or renewed) after 23 December 1996 the special "right to negotiate" regime established by the Native Title Act must be followed. It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court. Quest Minerals must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of exploration and mining operations.

6.5 Regulatory approvals

Regulatory approvals are required prior to any work being undertaken on the ground. The granting of such approvals may take time to achieve and no guarantees can be given that the approvals will be granted in the required timeframe or at all.

7. How to apply

7.1 Opening and closing dates of the Offer

The Opening Date of the Offer will be on 19 April 2017 and the Closing Date will be on 21 April 2017. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

7.2 Application for Shares under the Offer

Applications for Shares under the Offer must be made by investors at the direction of the Company and must be made using the relevant Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.025 per Share.

If you apply and pay for Shares before the close of the Offer, it is expected that you will be issued your Shares as soon as possible following the Closing Date and in any event, no later than the time specified in section 7.7.

7.3 Number of Shares issued under the Offer

Quest Minerals also reserves the right (in its absolute discretion) to reduce the number of Shares allocated to investors if Quest Minerals believes their claims to be incorrect or overstated or if they, or their nominees, fail to provide information to substantiate their claims to Quest Minerals' satisfaction.

7.4 Payment

It is your responsibility to ensure that your payment is received by the Share Registry by no later than 5:00 pm WST on the Closing Date. Cash payments will not be accepted. Receipts for payment will not be issued.

Please ensure that you make arrangements so that your cheque, money order or bank draft is received at the below address no later than 5:00 pm WST on the Closing Date:

Quest Minerals Offer
C/- Advanced Share Registry Services
110 Stirling Highway, Nedlands WA 6009

7.5 Minimum subscription

There is no minimum subscription for the Offer.

7.6 Issue of Shares

This Prospectus has primarily been issued to cleanse the issue of Shares on or before the Closing Date.

The issue of Shares under this Prospectus will take place as soon as practicable after the Closing Date. Application moneys will be held in a separate account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

The Directors will determine the allottees of all the Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

7.7 ASX quotation

Application for official quotation by ASX of the Shares offered under this Prospectus will be made as soon as possible and in any event within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of this Prospectus (or such period as varied by ASIC), the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

8. Important information

8.1 Currency of information

The information in this Prospectus is dated 19 April 2017. There may be additional announcements made by Quest Minerals after the date of this Prospectus and through the Offer that may be relevant to your consideration of whether to exercise or do nothing in respect of the Offer. Therefore, you are encouraged to check whether any further announcements have been made by Quest Minerals before submitting your application. Refer to ASX's website (ticker: QNL).

No party other than Quest Minerals has authorised or caused the issue of the information in this Prospectus, or takes any responsibility for, or makes any statements, representations or undertakings in, this Prospectus.

8.2 Investors

The information in this Prospectus contains an offer of Shares to investors and has been prepared in accordance with section 713 of the Corporations Act.

Quest Minerals, in its absolute discretion, reserves the right to determine whether an investor is able to participate in the Offer. Quest Minerals disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether an investor is eligible to participate in the Offer.

By making a payment of your Application Monies or returning an Acceptance Form and a cheque, bank draft or money order for your Application Monies, you will be taken to have represented and warranted that you, and each person on whose account you are acting, satisfy each of the criteria listed above. Investors who are nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Persons acting as nominees for other persons must not subscribe for any Shares on behalf of, or send any documents related to the Offer to, any person in the United States.

8.3 Not investment advice or financial product advice

The information in this Prospectus is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. Quest Minerals is not licensed to (and does not) provide financial product advice in respect of the Shares under the Offer.

8.4 Taxation

The taxation consequences of any investment in the Shares will depend upon your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

8.5 Directors' interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Options
Mr Steve Formica	5,900,000 ¹	Nil
Mr Jerome Vitale	1,175,001 ²	2,500,000 ³
Mr David Palumbo	250,000	Nil

Notes:

1. 5,900,000 Shares are held by Stevsand Holdings Pty Ltd <Formica Horticultural A/C>, a company which Mr Formica is a director.

2. 125,000 Shares are held by Verde Technologies Pty Ltd, an entity controlled by Mr Vitale. 750,000 Shares are held by Molly Clara Ragusini, the spouse of Mr Vitale. 200,000 Shares are held by Vincenzo Vitale and Serafina Vitale, the parents of Mr Vitale. 100,001 Shares are held directly by Mr Vitale.

3. 2,500,000 Options are held by Haramont Pty Ltd, an entity Controlled by Jerome Vitale with an issue price of \$0.00001 per Option, exercisable at \$0.03 and expiring on 30 September 2020.

Remuneration

The Directors shall be paid out of the funds of the Company by way of yearly remuneration for their services as Directors such sum as may from time to time be determined by the Company in general meeting, to be divided among the Directors in such proportions as they shall from time to time agree or in default of agreement equally. The remuneration of the Directors shall not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the suggested increase shall have been given to Shareholders in the notice convening the meeting.

Subject to the Listing Rules and Corporations Act, the Company may pay a former Director, or the personal representative of a Director who dies in office, a retirement benefit in recognition of past services of an amount determined by the Directors. The Company may also enter into a contract with a Director providing for payment of a retirement benefit. A retirement benefit paid under this article is not remuneration to which article 12.9 of the Constitution applies.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Financial year ending 30 June 2016	Financial year ending 30 June 2017
Mr Steve Formica	Nil	Nil ¹
Mr Jerome Vitale	\$2,254 (incl. compulsory superannuation contribution)	<p>\$5,000 fee payable per month for the period 15 February 2017 to 15 August 2017 (total of \$30,000).</p> <p>Fees for successful completion of reinstatement of the Company to trading on the ASX on 17 February 2017 as follows:</p> <p>(i) Payment of \$38,500 (incl. GST) in lieu of issue of 2,500,000 Performance Shares; and</p> <p>(ii) Payment of \$49,500 (incl. GST).</p>
	<p>\$54,232.75 (plus GST) in accrued director's fees to 30 June 2016 settled by:</p> <p>(i) Issue of 2,500,000 Shares² (deemed value \$50,000) on 14 December 2016 to Mr Vitale and / or nominees; and</p> <p>(ii) Payment of \$9,656.02 on 27 February 2017.</p>	
Mr David Palumbo	Nil	\$2,000 per month

Notes:

1. Mr Formica has agreed to waive any directors fees until such time that the workload associated with his duties as Chairman of Directors is further assessed.
2. Approved by Shareholders at Extraordinary General Meeting on 14 November 2016.

8.6 Transaction specific prospectus and continuous disclosure obligations

Quest Minerals is a "disclosing entity" (as defined in section 111AC of the Corporations Act) and therefore is subject to regular reporting and disclosure obligations. Pursuant to those obligations, Quest Minerals is required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the Listing Rules. In particular, Quest Minerals must comply with the requirement to disclose to ASX any information held by Quest Minerals which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

As this Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act, it is required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. This Prospectus is not required to provide information regarding Quest Minerals' assets and liabilities, financial position and performance, profits and losses or prospects on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that

investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

Quest Minerals states that:

- (a) as a disclosing entity under the Corporations Act, it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to Quest Minerals (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of this Prospectus with ASIC.

8.7 Documents lodged with ASX

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal business hours.

A list of documents filed with ASX by or concerning Quest Minerals since its 2016 Annual Report was released on 23 September 2016 until close of trading on ASX on 18 April 2017 (being the date prior to the date of this Prospectus) is set out in the table below.

Date	Announcement
18/04/2017	Change of Director's Interest Notice
4/04/2017	Company Secretary Appointment/Resignation
28/03/2017	Becoming a substantial holder
21/03/2017	Less than Marketable Parcel Buy-Back
16/03/2017	Half Yearly Report and Accounts
15/03/2017	Appendix 3B
16/02/2017	Becoming a substantial holder
16/02/2017	Ceasing to be a substantial holder x 5
16/02/2017	Pre-reinstatement disclosure
16/02/2017	Market Release - pre-reinstatement disclosure
16/02/2017	ASX Notice
16/02/2017	Reinstatement to official quotation (17/02/2017)
14/02/2017	Appendix 3B
13/02/2017	Change of Director's Interest Notice

10/02/2017	Close of Offer
07/02/2017	Final Director's Interest Notice
06/02/2017	Disclosure Document
01/02/2017	Quarterly Cashflow Report
01/02/2017	Quarterly Activities Report
27/01/2017	Second Supplementary Prospectus
23/01/2017	Final Director's Interest Notice
23/01/2017	Initial Director's Interest Notice
18/01/2017	Chairman Appointment, Director Appointment and Resignations
16/01/2017	Settlement of Supreme Court Proceedings
06/01/2017	Initial Director's Interest Notice
03/01/2017	Form 603 for Mr Paul Piercy (corrected)
03/01/2017	Becoming a substantial holder x 4
03/01/2017	Recapitalisation Update
03/01/2017	Change of Directors' Interest Notice
03/01/2017	Director Appointment/Resignation
16/12/2016	Federal Court Decision
16/12/2016	Joint Company Secretary Appointment
13/12/2016	Appendix 3B
13/12/2016	Extension of Priority Allocation Period for Shareholders
02/12/2016	Recapitalisation Update - Application to Federal Court
30/11/2016	Letter to Shareholders re Priority Offer
30/11/2016	Supplementary Prospectus
30/11/2016	Recapitalisation Update
24/11/2016	Capital Reconstruction - Consolidation
21/11/2016	Appendix 3B
17/11/2016	Becoming a substantial holder
15/11/2016	Prospectus
15/11/2016	Appointment of Lead Manager for Placement Offer
15/11/2016	Director Appointment
15/11/2016	Results of 2016 Annual General Meeting
15/11/2016	Director Appointment
15/11/2016	Results of 2015 Annual General Meeting
15/11/2016	Results of Meeting
14/11/2016	Placement of Shares
14/11/2016	Appendix 3B
08/11/2016	Consolidation/Split - QNL
01/11/2016	Quarterly Cashflow Report
01/11/2016	Quarterly Activities Report
14/10/2016	Notice of 2016 Annual General Meeting/Proxy Form

14/10/2016	Notice of 2015 Annual General Meeting/Proxy Form
14/10/2016	Notice General Meeting/Proxy Form - Proposed Recapitalising
14/10/2016	Shareholder Meeting for Recapitalisation Proposal and AGMs
12/10/2016	Preliminary release of Draft Notice of Meeting
11/10/2016	Application to Federal Court
07/10/2016	Recapitalisation Proposal and Application to Federal Court
23/09/2016	Annual Report to shareholders 30 June 2015 - corrected cover
23/09/2016	Full Year Statutory Accounts 30 June 2016

Any Shareholder who would like to receive a copy of any of the documents (or parts of the documents) that contain the statements which have been included in this Prospectus may obtain a copy free of charge by writing to the Company Secretary or by contacting +61 8 9481 0389 (within Australia) at any time between 8:30 am and 5:00 pm WST on Monday to Friday. Copies of all announcements made by Quest Minerals may also be obtained from ASX's website (ticker: QNL).

8.8 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$0.032	27 February 2017
Lowest	\$0.023	23 March 2017
Last	\$0.026	18 April 2017

* Following a period of suspension from trading (the Shares were suspended from trading on ASX since 31 October 2013), the Company's Shares were reinstated to official quotation as from 10am (AEDT) on Friday, 17 February 2017 following the completion by the Company of a recapitalisation.

8.9 Details of substantial holders

Based on publicly available information as at 19 April 2017, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below.

Shareholder	Shares	Interest (%) ¹
Stevsand Holdings Pty Ltd ²	5,900,000	5.026% ³
1215 Capital Pty Ltd	8,284,893	7.057% ⁴

Notes:

1. Percentages reflect interest in the issued capital of the Company at the date of this Prospectus including Shares that are not quoted on ASX.

2. An entity Controlled by Mr Steve Formica.

3. This figure reflects the dilution to the 5.494% holding set out in the Form 603 announced to the ASX on 16 February 2017 due to the Company issuing 10,000,000 Shares on 15 March 2017.

4. This figure is a correction to the figure of 7.73% in the Form 603 announced to the ASX on 28 March 2017, which did not include 10,256,666 unquoted Shares in the calculation.

In the event that the Offer is fully subscribed, there will be no material change to the interest held by substantial holders as a result of the Offer.

8.10 Consents

Each of the persons listed below has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn their consent to the inclusion of the following information in this Prospectus in the form and context in which it is included and to all references in this Prospectus to that information in the form and context in which they appear:

- (a) each Director, to being named in this Prospectus as a Director and to the inclusion of any statements made by them;
- (b) Mr David Palumbo, to being named in this Prospectus as Company Secretary of Quest Minerals;
- (c) Edwards Mac Scovell Legal to being named in this Prospectus as Australian legal adviser in respect of this Prospectus and the Offer; and
- (d) Advanced Share Registry Services, to being named in this Prospectus as the Australian registry for Quest Minerals.

8.11 Basis of consent

Each person named above as having given its consent to the inclusion of a statement or report or to being named in this Prospectus:

- (a) does not make, or purport to make, any statement in this Prospectus or any statement on which a statement in this Prospectus is based other than, in the case of a person referred to above as having given their consent to the inclusion of a statement or report, a statement or report included in this Prospectus with the consent of that person; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus, other than a reference to its name and, in the case of a person referred to above as having given their consent to the inclusion of a statement or report, any statement or report which has been included in this Prospectus with the consent of that party.

8.12 Interests of advisers

Other than as set out below or elsewhere in this Prospectus, no adviser involved in the preparation of this Prospectus (nor any firm in which any adviser is a partner), has held at any time in the past two years any Shares or others securities of Quest Minerals.

In addition, other than as set out below, no amounts (whether in cash, Shares, convertible notes or otherwise) have been paid or agreed to be paid and no benefits have been given or agreed to be given to any adviser (or any firm in which the adviser is a partner) for services rendered by the adviser, or the adviser's firm in connection with the promotion or formation of the Company or in connection with the Offer (or any component of it).

Edwards Mac Scovell Legal has acted as Australian legal adviser to the Company in relation to this Prospectus and the Offer. In aggregate, the Company estimates that it will pay \$5,000 (plus GST and disbursements) for these services to the date of this Prospectus. Further amounts may be paid to Edwards Mac Scovell Legal in accordance with their usual time based charge out rates. Edwards Mac Scovell Legal does not make any offer of Shares nor any statement in this Prospectus, and no statement in this Prospectus is based on any statement made by Edwards Mac Scovell Legal.

8.13 Estimated expenses of Offer

The total expenses of the Offer are estimated to be as follows:

Expense	(\$) exclusive of GST
ASIC Fees	\$2,350
ASX Fees	\$1,750
Legal Fees	\$5,000
Total	\$9,100

8.14 Electronic Prospectus

Subject to compliance with certain specified conditions, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a compliant prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form.

If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 8 9481 0389 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary Prospectus or any of those documents were incomplete or altered.

8.15 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates in respect of Shares issued pursuant to this Prospectus. The Company is a participant in CHES for those investors who have a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with separate statements (similar to a bank account statement) that set out the number of Shares allotted to them under the Offer. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

8.16 Privacy statement

Quest Minerals and the Share Registry collect, hold and use certain personal information to assess your application, service your needs and provide facilities and services that you request and carry out appropriate administration.

Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, if at all.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by or on behalf of Quest Minerals. You can request access to your personal information or obtain further information about Quest Minerals' management practices by contacting the Share Registry or Quest Minerals. If the Share Registry's record of your personal information is incorrect or out of date, it is important that you contact Quest Minerals or the Share Registry so that records can be corrected.

8.17 Governing law

The information in this Prospectus, the Offer, and the contracts formed on acceptance of the Offer pursuant to the Acceptance Forms are governed by the law applicable in Western Australia. Each investor who applies for Shares submits to the non-exclusive jurisdiction of the courts of Western Australia.

8.18 Approval of Prospectus

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC. This Prospectus is issued by the Company and its issue has been approved by a resolution of the Board on 19 April 2017.

Signed for and on behalf of Quest Minerals:



David Palumbo
Director
Quest Minerals Limited

Dated: 19 April 2017

9. Definitions and interpretation

9.1 Definitions

In this Prospectus, unless the context otherwise requires:

A\$, \$, or AUD means the currency of Australia.

Acceptance Form means the acceptance form which accompanies this Prospectus.

Applicant means an investor who applies for Shares under the Offer.

Application Form means the application form attached to this Prospectus for Shares.

Application Monies means the amount payable by each Applicant under this Offer, being the amount equal to \$0.025 multiplied by the number of Shares that the Applicant applies for.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691, and where the context requires, the Australian Securities Exchange.

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532.

ASX Settlement Operating Rules means the operating rules of ASX Settlement which govern the administration of CHESS.

Board means the board of Directors of Quest Minerals.

Company, Quest Minerals or QNL means Quest Minerals Limited (ACN 062 879 583).

CHESS means the Clearing House Electronic Subregister System of ASX.

Closing Date means the date that the Offer closes, being 5:00 pm WST on 21 April 2017 (unless extended).

Constitution means the constitution of the Company.

Control has the meaning given in section 50AA of the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Offer means the offer of 10,000 Shares at a price of \$0.025 per Share to raise \$250 (before the costs of the Offer).

Listing Rules means the official listing rules of ASX as amended, varied, modified or waived from time to time.

Lodgement Date means 19 April 2017 being the date this Prospectus was lodged with ASIC.

Offer Period means the period during which the Offer will remain open for acceptance being from 9:00 am WST on the Lodgement Date until 5:00 pm WST on the Closing Date (unless extended).

Officer has the same meaning given to it in section 9 of the Corporations Act.

Option means an option to subscribe for a Share at a prescribed exercise price.

Prospectus means this cleansing prospectus dated 19 April 2017 prepared in accordance with section 708A(11) of the Corporations Act and lodged with ASIC on that date.

Share means a fully paid ordinary share in Quest Minerals, including a Share offered under this Prospectus.

Shareholder means a person registered in the register of members of Quest Minerals as a holder of one or more Shares.

Share Registry means Advanced Share Registry Services of 110 Stirling Highway, Nedlands WA 6009.

WST means Australian Western Standard Time.

9.2 Interpretation

In this Prospectus, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a reference to an individual or person includes a corporation, firm, partnership, joint venture, association, authority, trust, state or government and vice versa;
- (c) a reference to any gender includes all genders;
- (d) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) a term not specifically defined in this Prospectus has the meaning given to it (if any) in the Corporations Act or the ASX Settlement Operating Rules, as the case may be;
- (f) unless otherwise specified, a reference to a section, clause, annexure or schedule is to a section, clause, annexure or schedule of or to this Prospectus;
- (g) a reference to any agreement or document is to that agreement or document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;
- (h) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation under, that legislation or legislative provision;
- (i) the words “including”, “such as”, “particularly” and similar expressions do not imply limitation; and
- (j) headings are for convenience of reference only and do not affect interpretation.

10. Corporate directory

Quest Minerals Limited	Board
Level 1, 467 Scarborough Beach Road, OSBORNE PARK WA 6017 Tel: +61 8 9481 0389 Web: www.questminerals.com.au	Mr Steve Formica Mr Jerome Vitale Mr David Palumbo
ASX Code: QNL	Company Secretary Mr David Palumbo
Auditor*	
Grant Thornton Level 1, 10 Kings Park Road PERTH WA 6005	
Australian legal counsel to the Offer	
Edwards Mac Scovell Legal Level 7, 140 St Georges Terrace PERTH WA 6000	
Australian Share Registry*	
Advanced Share Registry Services 110 Stirling Highway NEDLANDS WA 6009	

**These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and the Auditor has not consented to being named in this Prospectus.*