

QUANTUM RESOURCES LIMITED
A.B.N. 84 006 690 348

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Quantum Resources Limited (the "Company") will be held at Club Room 2, 9th Floor, Sebel Albert Park, 63 Queens Road, Melbourne, Victoria 3004, Australia, on Tuesday 27 November 2007, commencing at 10:00 a.m. for the following purposes:

BUSINESS

ORDINARY BUSINESS

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without amendment the following as ordinary resolutions:

1. To consider the Financial Statements and Reports

"THAT the Financial Statements of the Company and the Reports of the Directors and Auditor for the year ended 30 June 2007 be considered."

2. Election of Director

To elect Dr D S Tyrwhitt as a Director

"THAT Dr D S Tyrwhitt retires and, being eligible, offers himself for re-election."

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without amendment the following as ordinary resolutions:

3. To Ratify the Issue of Ordinary Shares

"To ratify the issue of 20,937,500 ordinary shares at an issue price of 3.2 cents raising \$670,000 on 17 August 2007 on the terms and conditions as set out in the Explanatory Statement to the Notice of Meeting dated 19 October 2007."

4. Remuneration Report

"To adopt the Remuneration Report for the financial year ended 30 June 2007".

Note that the vote on this item is advisory only and does not bind the Directors or the Company.

By Order of the Board and dated this 19th day of October 2007.



PETER LEE
Company Secretary

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, Locked Bag A14, Sydney South, NSW 1235, the Registered Office of the Company or by being sent by fax to +612 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 7.00 p.m., on 25 November 2007. 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 at Club Room 2, 9th Floor, Sebel Albert Park, 63 Queens Road, Melbourne 3004 on 27 November 2007 at 10:00 a.m. 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, we urge you to consult your financial or legal adviser.

RESOLUTION 2 – ELECTION OF DIRECTOR

Article 16.4 of the Company's Constitution requires each Director appointed during the year by the Board of Directors to retire at the next Annual General Meeting. Accordingly, Dr D S Tyrwhitt retires and being eligible offers himself for re-election.

Dr Tyrwhitt has been a Director of the Company since 1999. He has more than 40 years experience in the mining industry. He is currently a Director of Astro Diamond Mines N.L. (November 1996 to current), Great Gold Mines N.L. (November 1996 to current), Golden River Resources Corporation (November 1996 to current) and Legend International Holdings Inc (March 2005 to current). 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. He established his own consultancy in 1991 and worked with Normandy Mining Limited on a number of mining projects in South East Asia.

RESOLUTION 3 – RATIFY THE ISSUE OF ORDINARY SHARES***Preamble***

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval (but subject to certain exceptions), issue during any 12 month period any equity securities or other securities with rights of conversion to equity (such as an option) if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Company continues to require funds to conduct its exploration program and to meet its working capital expenses. Accordingly the Directors believe it is prudent to request shareholders to ratify the issue of ordinary shares made in August 2007 to allow the Directors the capacity to place further ordinary shares to fund the Company's activities, should the opportunity be available.

For the purposes of Australian Stock Exchange ("ASX") Listing Rules 7.3, the Company also advises:

1. The number of securities allotted was 20,957,500 ordinary shares.
2. The issue price of the ordinary shares was 3.2 cents each.
3. The shares were issued to investors to whom a prospectus does not need to be provided under the Corporations Act.
4. The ordinary shares are fully paid and rank pari passu with existing ordinary shares on issue.
5. The funds will be utilised for exploration and working capital for the Company.

RESOLUTION 4 – ADOPT THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2007

CLERP 9 changes to the Corporations Act 2001 now requires the Company to prepare a separate Remuneration Report and allow shareholders to comment on and ask questions about the Remuneration Report at the annual general meeting.

The Remuneration Report is included in the Directors' Report in the 2007 Annual Report.

During the meeting, there will be an opportunity for shareholders to comment on and ask questions about the Remuneration Report. Shareholders should be aware that in accordance with the Corporation Act 2001, the vote on this item of business is non-binding on the Directors and the Company.

Accordingly, the Board of Directors recommended all resolutions to shareholders.

By Order of the Board and dated this 19th day of October 2007



PETER LEE
Company Secretary