



Georgina Martin <georginam@retirement.capital>

Fwd: Quantum share offer

Lydia Thorp <lydia.thorp@burlingtons.legal>

Thu, Apr 25, 2024 at 3:20 PM

To: Georgina Martin <georginam@retirement.capital>, Ian Day <ian@bristolpad.co.uk>

Cc: David Nicklin <davidn@retirement.capital>

Thanks Georgina,

Ian - We confirm receipt of the SPA and stamp duty monies (£40,196), with thanks.

We are therefore pleased to confirm completion of the share sale and purchase agreement and a fully signed copy is attached for your records dated with today's date, together with a copy of the underlying stock transfer form.

We will now attend to the stamp duty formalities with HMRC ahead of liaising with the Quantum Financial Holdings Limited board to register you as the holder of the 3,636 shares in the company.

Many thanks

Lydia Thorp*Junior Partner*

Burlingtons Legal LLP

E: lydia.thorp@burlingtons.legal

T: 020 7529 5420

A: 5 [Stratford Place, London, W1C 1AX](#)

DX 82986 Mayfair

**BURLINGTONS**

Fraud and cybercrime pose an increasing risk when carrying out transactions online. If a member of Burlingtons Legal LLP has given you our bank details (or you have them on our Invoice or Engagement Letter) and you then receive an email or telephone call purporting to be from someone at Burlingtons Legal LLP directing you to make a payment to a different bank you must ignore it completely and immediately contact us.

This message is private and confidential and may be legally privileged. Any sharing of this message or its contents is prohibited unless approved by Burlingtons Legal LLP. If you have received this message in error, please notify the sender and destroy the message and any attachments. This email is sent on behalf of Burlingtons Legal LLP, a limited liability partnership trading as Burlingtons. Burlingtons Legal LLP is a corporate body owned by its members. Where used, the term "Partner" refers to one of the members or an employee who is a senior professional. The use of this term does not imply that Burlingtons Legal LLP is a general partnership under the Partnership Act 1890.

Burlingtons Legal LLP is registered in England and Wales (registered number OC360876) and its registered office is 5 [Stratford Place, London, W1C 1AX](#). A list of members' names is available for inspection at our registered office. Burlingtons Legal LLP is authorised and regulated by the Solicitors Regulation Authority with authorisation number 558409. Our professional rules may be accessed at <http://www.sra.org.uk>.

From: Georgina Martin <georginam@retirement.capital>**Sent:** Thursday, April 25, 2024 12:34 PM**To:** Ian Day <ian@bristolpad.co.uk>

Cc: Lydia Thorp <lydia.thorp@burlingtons.legal>; David Nicklin <davidn@retirement.capital>
Subject: Re: Quantum share offer

[EXTERNAL EMAIL] DO NOT CLICK links or open attachments unless you recognise the sender and know the content is safe.

Hi Lydia,

Please find attached the Deed of Appointment of Cranfords Trustees for your records.

If there is anything else I can help with, please let me know.

Kind regards

Georgina

On Tue, Apr 23, 2024 at 2:29 PM Ian Day <ian@bristolpad.co.uk> wrote:

Scans of SPA and Deed of Removal attached Lydia

Georgina - I don't think I have a scan of the Deed of Appt of Cranfords - early stuff when I transferred to RC from Hartsfield during the awkward COVID period, please can you help with that one, thanks

Thanks, Ian

On Tue, Apr 23, 2024 at 12:41 PM Lydia Thorp <lydia.thorp@burlingtons.legal> wrote:

Hi Ian

Thank you for the below.

Please could you re-send the signed share sale and purchase agreement as this was not attached to your email.

The establishing trust deed showed you as sole trustee. To fill in the gaps, please could you provide the deeds of appointment and removal for the previous professional trustee.

Kind regards

Lydia Thorp

Junior Partner

Burlingtons Legal LLP

E: lydia.thorp@burlingtons.legal

T: 020 7529 5420

A: 5 [Stratford Place, London, W1C 1AX](#)

DX 82986 Mayfair



Fraud and cybercrime pose an increasing risk when carrying out transactions online. If a member of Burlingtons Legal LLP has given you our bank details (or you have them on our Invoice or Engagement Letter) and you then receive an email or telephone call purporting to be from someone at Burlingtons Legal LLP directing you to make a payment to a different bank you must ignore it completely and immediately contact us.

This message is private and confidential and may be legally privileged. Any sharing of this message or its contents is prohibited unless approved by Burlingtons Legal LLP. If you have received this message in error, please notify the sender and destroy the message and any attachments. This email is sent on behalf of Burlingtons Legal LLP, a limited liability partnership trading as Burlingtons. Burlingtons Legal LLP is a corporate body owned by its members. Where used, the term "Partner" refers to one of the members or an employee who is a senior professional. The use of this term does not imply that Burlingtons Legal LLP is a general partnership under the Partnership Act 1890.

Burlingtons Legal LLP is registered in England and Wales (registered number OC360876) and its registered office is [5 Stratford Place, London, W1C 1AX](#). A list of members' names is available for inspection at our registered office. Burlingtons Legal LLP is authorised and regulated by the Solicitors Regulation Authority with authorisation number 558409. Our professional rules may be accessed at <http://www.sra.org.uk>.

From: Ian Day <ian@bristolpad.co.uk>

Sent: Thursday, April 18, 2024 3:13 PM

To: Lydia Thorp <lydia.thorp@burlingtons.legal>; Georgina Martin <georginam@retirement.capital>; David Nicklin <davidn@retirement.capital>

Subject: Re: Quantum share offer

[EXTERNAL EMAIL] DO NOT CLICK links or open attachments unless you recognise the sender and know the content is safe.

Hello Lydia cc Georgina at Retirement Capital

Re the AML, yes I understood that but was just curious to know how the sale of the cryptomining stocks helped re AML detail, considering that the source of the SSAS and my personal and BPL company funds was already defined by my career in the order, pension from decades in academic medicine, then a property business, and

most recently financial markets investments and trading -i.e. that irrespective of the latter, the original source of most funds is the former anyway.

I attach the undated but signed copy of the SPA (after a battle with the sheet feed scanner this afternoon, you may notice a couple of tears on the edges of the latter pages). I had had to delay a few days while a prior professional Trustee was removed via Deed of Removal, their role was historical and they were retiring anyway. The chance conjunction of events was both slightly inconvenient and slightly convenient.

The necessary funds have now been moved into BPL-SSAS Metro Bank cash account ready for transfer.

Georgina - I am happy for you to pay the below (£40,196) across to Burlingtons solicitors ready for share purchase completion at this stage - the necessary bank details are below. Many thanks.

Kind regards, Ian

Ian Day 07833 637940

On Wed, Apr 17, 2024 at 3:59 PM Lydia Thorp <lydia.thorp@burlingtons.legal> wrote:

Hi Ian

Thank you for providing the trade summary.

As I'm sure you will understand, as a regulated law firm we have certain AML requirements we need to satisfy.

We look forward to receiving the signed (undated) SPA in due course.

In the meantime and by way of reminder, the total amount to be transferred for this transaction is £40,196 (£39,996 share purchase price plus £200 stamp duty).

Our client has requested for the funds to be transferred into our client account, details of which are below. Funds must only be transferred from a bank account in your or your pension schemes name:

Account name: Burlingtons Legal LLP

Account number: 33666441

IBAN: GB61 HBUK 4006 0233 6664 41

BIC/SWIFT: HBUKGB4B

Sort code: 40-06-02

Bank: HSBC Bank [UK 133 Regent Street, London W1B 4HX](#)

Reference: QUA54DAY

We hope the above is clear but please let us know if not or if you have any questions.

Kind regards

Lydia Thorp

Junior Partner

Burlingtons Legal LLP

E: lydia.thorp@burlingtons.legal

T: 020 7529 5420

A: 5 [Stratford Place, London, W1C 1AX](#)

DX 82986 Mayfair



Fraud and cybercrime pose an increasing risk when carrying out transactions online. If a member of Burlingtons Legal LLP has given you our bank details (or you have them on our Invoice or Engagement Letter) and you then receive an email or telephone call purporting to be from someone at Burlingtons Legal LLP directing you to make a payment to a different bank you must ignore it completely and immediately contact us.

This message is private and confidential and may be legally privileged. Any sharing of this message or its contents is prohibited unless approved by Burlingtons Legal LLP. If you have received this message in error, please notify the sender and destroy the message and any attachments. This email is sent on behalf of Burlingtons Legal LLP, a limited liability partnership trading as Burlingtons. Burlingtons Legal LLP is a corporate body owned by its members. Where used, the term "Partner" refers to one of the members or an employee who is a senior professional. The use of this term does not imply that Burlingtons Legal LLP is a general partnership under the Partnership Act 1890.

Burlingtons Legal LLP is registered in England and Wales (registered number OC360876) and its registered office is [5 Stratford Place, London, W1C 1AX](#). A list of members' names is available for inspection at our registered office. Burlingtons Legal LLP is authorised and regulated by the Solicitors Regulation Authority with authorisation number 558409. Our professional rules may be accessed at <http://www.sra.org.uk>.

From: Ian Day <ian@bristolpad.co.uk>
Sent: Monday, April 15, 2024 11:24 AM
To: Lydia Thorp <lydia.thorp@burlingtons.legal>
Subject: Re: Quantum share offer

[EXTERNAL EMAIL] DO NOT CLICK links or open attachments unless you recognise the sender and know the content is safe.

Hi Lydia

Why does it matter for you to see the sale of those stocks?

Anyway, here is a screensnap from my SSAS Saxo account and below that a shot from the SSAS's associated company account. The top five there were all bought 29-Sep-2023 and then segued out of in the period just before the Jan 2024 decision about SEC approval of spot BTC ETFs.

Best, Ian


















SaxoTraderGO

TRADINGRESEARCHPORTFOLIO

Report

All (17)Trades (17)Corporate actions (17)Last transactions (17)

Report

Instrument	Buy/Sell	Open/Close	Price	Quantity	Trade date	Booked amount (GBP)	Realized P/L (GBP)	Total cost (GBP)
Total						119,192.4	21,937.21	-1,093.2
 Riot Platforms Inc.	Sell	ToClose	16.4407	-460	11-Jan-2024	5,867.41	1,064.86	-67.17
 Hut 8 Corp.	Sell	ToClose	16.07	-400	10-Jan-2024	3,723.40	660.77	-49.34
 Cipher Mining Inc.	Sell	ToClose	3.7712	-2300	10-Jan-2024	6,708.81	2,275.07	-103.95
 Marathon Digital Holdings Inc.	Sell	ToClose	23.8105	-450	02-Jan-2024	8,393.29	5,228.02	-92.77
 Bitfarms Ltd	Sell	ToClose	3.87	-3500	13-Dec-2023	7,807.72	4,580.17	-140.48
 iShares Core S&P 500 (Acc) UCITS ETF	Sell	ToClose	7.298	-7000	03-Nov-2023	51,020.93	1,796.75	-51.07
 iShares Core S&P 500 (Acc) UCITS ETF	Buy	ToOpen	7.025	7000	30-Oct-2023	-49,224.18	-	-49.18
 Metro Bank Plc	Sell	ToClose	51.3	-100	09-Oct-2023	43.30	2.43	-8.00
 Metro Bank Plc	Sell	ToClose	48.77043289	-14900	09-Oct-2023	7,258.79	1,169.44	-8.00
 Metro Bank Plc	Buy	ToOpen	40.61174333	15000	05-Oct-2023	-6,130.22	-	-38.46
 Cipher Mining Inc.	Buy	ToOpen	2.309	2300	29-Sep-2023	-4,433.74	-	-81.59
 Hut 8 Corp.	Buy	ToOpen	2.645	2000	29-Sep-2023	-3,266.50	-	-88.61
 Marathon Digital Holdings Inc.	Buy	ToOpen	8.475	450	29-Sep-2023	-3,165.27	-	-39.54
 Bitfarms Ltd	Buy	ToOpen	1.48	3500	29-Sep-2023	-3,227.55	-	-95.45
 Riot Platforms Inc.	Buy	ToOpen	9.2875	400	29-Sep-2023	-3,082.83	-	-38.72
 Coca-Cola Co.	Buy	ToOpen	58.2287	100	15-Sep-2023	-4,751.05	-	-55.11
 Xtrackers S&P 500 UCITS ETF	Sell	ToClose	7,050.39	-1500	02-Jun-2023	105,650.09	5,159.70	-105.76

Report generated on 15-Apr-2024 10:14:18

InteractiveBrokers											
Symbol or Site Search											
Trades											
Symbol	Date/Time	Quantity	T. Price	C. Price	Proceeds	Comm/Fee	Basis	Realized P/L	Realized P/L %	MTM P/L	Code
Stocks - Held with Interactive Brokers (UK) Limited carried by Interactive Brokers LLC											
USD											
BITF	2023-09-29, 13:08:57	2,000	10750	10700	-2,150.00	-10.00	2,160.00	0.00	0.00	-10.00	O
BITF	2023-12-13, 14:21:37	-2,000	2,864,442.5	2,9500	5,728.88	-10.34	-2,160.00	3,558.55	164.75	-171.11	C,P
Total BITF		0			3,578.88	-20.34	0.00	3,558.55	164.75	-181.11	
CIFR	2023-09-29, 13:10:59	900	2,3090	2,3300	-2,078.10	-4.50	2,082.60	0.00	0.00	18.90	O
CIFR	2024-01-10, 15:47:43	-100	3,7820	3,7900	378.20	-1.02	-231.40	145.78	63.00	-0.80	C
CIFR	2024-01-11, 09:38:33	-800	3,978,681.25	3,5100	3,182.94	-4.16	-1,851.20	1,327.59	71.71	374.94	C,P
Total CIFR		0			1,483.04	-9.68	0.00	1,473.37	70.75	393.04	
HUT	2023-09-29, 13:09:58	1300	1,929,949.091	1,9500	-2,122.44	-5.50	2,127.94	0.00	0.00	22.56	O,P
HUT	2024-01-10, 15:48:12	-220	12,018,818.8	12,1100	2,642.60	-1.16	-2,127.94	513.50	24.13	-21.60	C,P
Total HUT		880			520.16	-6.66	0.00	513.50	24.13	0.96	
MARA	2023-09-29, 13:07:39	250	8,4390	8,5000	-2,109.75	-1.25	2,111.00	0.00	0.00	15.25	O
MARA	2024-01-02, 11:27:06	-300	23,8020	22,9300	7140.60	-1.61	-3,265.25	3,873.74	119.64	261.60	C
Total MARA		-50			5,030.85	-2.86	-1,154.25	3,873.74	119.64	276.85	
RIOT	2023-09-29, 13:08:13	220	9,2250	9,3300	-2,029.50	-1.10	2,030.60	0.00	0.00	23.10	O
RIOT	2024-01-11, 09:38:09	-300	16,391,233.3	13,0900	4,917.37	-1.59	-4,347.50	568.28	13.07	990.37	C,P
Total RIOT		-80			2,887.87	-2.69	-2,316.90	568.28	13.07	1,013.47	
VUSD	2023-10-30, 11:27:52	400	78,4800	78,6750	-31,392.00	-15.70	31,407.70	0.00	0.00	78.00	O
VUSD	2023-11-03, 05:03:29	-400	81,7275	82,8875	32,691.00	-16.40	-31,407.70	1,266.90	4.03	-464.00	C
Total VUSD		0			1,299.00	-32.10	0.00	1,266.90	4.03	-386.00	
Total					14,799.81	-74.32	-3,471.19	11,254.34		1,117.21	
Total in GBP					10,930.98	-60.14	-1,954.42	8,916.42		870.41	

On Wed, Apr 10, 2024 at 1:43 PM Lydia Thorp <lydia.thorp@burlingtons.legal> wrote:

Hi Ian

Thank you for returning the requested AML information and documents.

In that regard and to finalise our AML requirements, please could you provide:

1. Source of funds: *"Concerning the '40k' going into the Quantum investment specifically, notionally for me this substantially derives from a three month 'buy the rumour sell the news' investment I made in five cryptomining companies between October 2023 and January 2024 anticipating what would happen with the ongoing SEC review of spot BTC ETF applications. This made about 100% profit on those stocks, 20k in the SSAS and 10k in the Company."* Please could you provide a confirmation of sale for these.
2. HNWI: Thank you for confirming your HNW status. In order to comply with the rules in relation to financial promotions under FSMA 2000, please could you complete the attached form to confirm your HNW status.

In the meantime, we attach the draft agreement for your purchase of 3,636 ordinary shares in QFHL.

Presuming that you are happy with this (please let us know if not or if you have any comments), please sign in accordance with the signature instructions below and then return a scan of the full document (and not just the signature page) to us by email. Please do not date the document. By returning this to us, you release the same for us to date and complete once countersigned by our client and your requisite funds have been received.

SHARE SALE AND PURCHASE AGREEMENT

Summary:

- Sale and purchase of 3,636 ordinary shares of £0.0001 each in QFHL from QSL for a purchase price of £39,996
- You will give the warranties in clause 5.3
- QSL will give you the warranties set out in Schedule 1

Signature instructions:

Please sign on page 9 on the dotted line alongside your name.

TRANSFER OF FUNDS

Our client QSL has requested for your share purchase funds to be transferred into our client account. Upon receipt of the final AML documents we will provide you with our client account details for the purpose of this transfer.

We hope the above is clear but please let us know if not or if you have any questions.

Kind regards

Lydia Thorp

Junior Partner

Burlingtons Legal LLP

E: lydia.thorp@burlingtons.legal

T: 020 7529 5420

A: [5 Stratford Place, London, W1C 1AX](#)

DX 82986 Mayfair



Fraud and cybercrime pose an increasing risk when carrying out transactions online. If a member of Burlingtons Legal LLP has given you our bank details (or you have them on our Invoice or Engagement Letter) and you then receive an email or telephone call purporting to be from someone at Burlingtons Legal LLP directing you to make a payment to a different bank you must ignore it completely and immediately contact us.

This message is private and confidential and may be legally privileged. Any sharing of this message or its contents is prohibited unless approved by Burlingtons Legal LLP. If you have received this message in error, please notify the sender and destroy the message and any attachments. This email is sent on behalf of Burlingtons Legal LLP, a limited liability partnership trading as Burlingtons. Burlingtons Legal LLP is a corporate body owned by its members. Where used, the term "Partner" refers to one of the members or an employee who is a senior professional. The use of this term does not imply that Burlingtons Legal LLP is a general partnership under the Partnership Act 1890.

Burlingtons Legal LLP is registered in England and Wales (registered number OC360876) and its registered office is [5 Stratford Place, London, W1C 1AX](#). A list of members' names is available for inspection at our registered office. Burlingtons Legal LLP is authorised and regulated by the Solicitors Regulation Authority with authorisation number 558409. Our professional rules may be accessed at <http://www.sra.org.uk>.

From: Ian Day <ian@bristolpad.co.uk>

Sent: Tuesday, April 9, 2024 11:46 AM

To: Lydia Thorp <lydia.thorp@burlingtons.legal>

Cc: Isabel Knight <isabel@mapyourfuture.co.uk>; Peter Malmstrom <peter@quantumgroup.uk>; David Nicklin <davidn@retirement.capital>; Georgina Martin <georginam@retirement.capital>

Subject: Re: Quantum share offer

You don't often get email from ian@bristolpad.co.uk. [Learn why this is important](#)

[EXTERNAL EMAIL] DO NOT CLICK links or open attachments unless you recognise the sender and know the content is safe.

Hello Lydia

Re points 1-6:-

1. Trust Deed PDF attached

2. jpg shot of passport attached (full name Ian Nicholas Monsarratt Day)

3. three recent PDFmonthly statements from an HSBC acct (as available, Jan-March 2024) which show home address (44 North Road, St Andrews, Bristol BS6 5AF)

4. my SSAS was formed in 2015 when I resigned my medical professorship (human geneticist), which I had held for two decades, and I transferred from the USS defined benefit scheme to be the SSAS of my (then 1 year old) company BristolPad Ltd, incorporated in 2014 formulating a property business. Those funds were derived from about 30 years employment in medical academia under the USS pension scheme. The SSAS has since gained interest from doing loanback to BristolPad Ltd and gained returns from investments into financial markets. The SSAS was 'with' Hartsfield FS until 2020, when I transferred it to Retirement Capital (Hartsfield fees were extremely high and they would not permit control of investments inside the SSAS). Since 2020 I have invested the funds myself in financial markets (I completed CFA exams in 2021 to professionalise myself and am now CFA IMC (UK) and ACSI). Concerning the '40k' going into the Quantum investment specifically, notionally for me this substantially derives from a three month 'buy the rumour sell the news' investment I made in five cryptomining companies between October 2023 and January 2024 anticipating what would happen with the ongoing SEC review of spot BTC ETF applications. This made about 100% profit on those stocks, 20k in the SSAS and 10k in the Company.

For the last decade plus, I have run a full on property business.

For the last five years become proficient at stock investment and FX trading.

In terms of evidence, I am not sure how deep an audit chain you want, but please specify any individual items that might help, but contextually from my web bio (<https://sites.google.com/bristolpad.co.uk/ian-day---biographical-links/home> - this covers both my medical academic, property and financial markets enterprises) or a search using 'Day-IN [au]' on PubMed (https://pubmed.ncbi.nlm.nih.gov/?term=day-in+%5Bau%5D&sort=date&sort_order=desc) will get you over 200 of my publications which could not have happened without longstanding employment (decades) in medical academia with associated pension arrangements.

5. I am an HNWI. My funds there derive partly from my medical academic career, partly from development, rental and cap gain returns in my property business over more than a decade, and most recently in some cap gains from stock investments and trading. For example on property alone, e.g. about ten HMOs in Bristol area worth 400+K each on average, either with my wife or another investor, all in about 50% leverage from mortgage lenders and equal ownership, so about $400 \times 10 \times 0.5 \times 0.5 = \text{ca. } \pounds 1\text{m}$. I don't think I qualify as a SI as I have not 'worked' in the sector, though I have in fact recently taken professional exams (and passed them!) in the sector. I am hoping you won't put me through the pain of pulling out all the LR titles and mortgage statements but perhaps simpler I could just refer you to my accountant who has done my and my companies' annual tax reporting for over a decade. Alternately I can show you cash assets mostly for tax reasons in investment/trading accounts in my company, dotted around in various accounts - and as I am sole director and shareholder (see Companies House data), they are obviously ultimately 'mine.'

6. I think it would be evident from my bio that I am not a strong candidate to be a politically exposed person. I am not.

Hopefully I have answered all the points sufficiently.

Kind regards, Ian

On Tue, Apr 9, 2024 at 9:23 AM Ian Day <ian@bristolpad.co.uk> wrote:

Thanks Lydia and cc Retirement Capital

I am both sole Trustee of the SSAS of BristolPad Ltd (and sole 'pensioner' of the SSAS) as well as sole Director of BristolPad Ltd and sole shareholder. I am comfortable to progress this process myself though I will need help from Retirement Capital (admin) to move funds from a Saxo account to the SSAS bank acct and thence on to you or QSL in due course in whatever .robust mode the share purchase is to take place.

I will answer points 1-6 to you today cc RC. The answers will be straightforward, I don't think there is anything there that would present any obstacle.

I had already in an earlier email with Isabel assumed £39,996 so will stay with that.

Kind regards, Ian

Professor Ian Day 07833 637940

Trustee on behalf of the SSAS of BristolPad Ltd

On Mon, Apr 8, 2024 at 6:30 PM Lydia Thorp <lydia.thorp@burlingtons.legal> wrote:

Dear Ian

Further to Peter's email below, we confirm that we act as solicitors for Quantum Financial Holdings Limited (**QFHL**) and Quantum Settlements Limited (**QSL**). QSL is an existing independent shareholder of QFHL and will be the seller of the shares in QFHL that you wish to purchase. For the avoidance of doubt, QSL is not itself part of the QFHL group and this proposed transaction does not form part of any equity fundraising round by QFHL.

Please see below a step-by-step summary in order to progress this matter:

1. INFORMATION ABOUT YOU

Please let us know if you will be instructing your own solicitors in relation to this matter (in which case, please let us have their details and we will direct further correspondence to them) or if not, and you intend to transfer your share purchase funds directly.

If the latter, please could you confirm and provide us with the following information and documents for regulatory and AML purposes:

1. A copy of your SSAS establishing trust deed.
2. For each trustee and beneficiary of your SSAS – Proof of identity (current and valid passport or driving licence).
3. For each trustee and beneficiary of your SSAS – Proof of address (utility bill or bank statement), which should be the latest available and no more than three months old.
4. Information about and evidence of the source of funds in your SSAS which you will be using for this transaction, to include details of how and when accumulated.
5. Confirmation that you are a self-certified sophisticated investor or certified high net worth investor.
6. Confirmation that you are not a politically exposed person.

2. NUMBER OF SALE SHARES

As fractional shares cannot be transferred, your exact purchase amount will need slight rounding up or down from £40,000 based on the agreed price per share of £11, as highlighted below:

3,636 shares x £11 = £39,996

3,637 shares x £11 = £40,007

Please confirm how you wish to proceed (3,636 shares or 3,637 shares).

3. ISSUANCE OF TRANSACTION DOCUMENT

Once we have received the information and documents requested above, we will issue the share sale and purchase agreement.

4. STAMP DUTY

The amount of stamp duty payable will therefore depend on the number of shares you wish to purchase:

(For 3,636 shares) 0.5% rounded of £39,996 = £200

(For 3,637 shares) 0.5% rounded of £40,007 = £205

We would be pleased to deal with HMRC to complete the stamp duty formalities, and would just ask that you transfer an additional amount (as applicable) in respect of the stamp duty due, in addition to your share purchase funds.

The total amount to be transferred (inclusive of stamp duty) will therefore be either (i) £40,196 (if purchasing 3,636 shares), or (ii) £40,212 (if purchasing 3,637 shares), presuming that you would like us to attend to the stamp duty formalities with HMRC.

We will provide you with our client account details separately for the purpose of transferring the relevant sum following receipt of the information referred to under paragraph 1 above.

5. COMPLETION

Once we have received your signed document and funds on account, we will arrange completion of the transaction document with our client and (if you wish, without any cost to you) attend to the stamp duty formalities with HMRC.

Once the share transfer is returned by HMRC duly stamped or once HMRC confirms in writing the stamping formalities have been completed, we will request QFHL's registrars (Neville Registrars) to issue a share certificate for your purchased shares.

Stamping typically takes 4-8 weeks depending on HMRC's workload.

Finally -

Please note that Burlingtons Legal LLP is acting for QSL in an execution only capacity. We have not reviewed, verified or approved any promotional or other information or materials you may have received from or in respect of the Quantum group, including any valuation. As with all transactions of this nature, we would invite you to take independent advice (including legal advice) in relation to this matter and the transaction documents, when issued.

The content of any material provided by or in respect of QFH/QSL has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this material for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested.

If you have any queries then please do let us know.

Kind regards

Lydia

Lydia Thorp

Junior Partner

Burlingtons Legal LLP

E: lydia.thorp@burlingtons.legal

T: 020 7529 5420

A: 5 [Stratford Place, London, W1C 1AX](#)

DX 82986 Mayfair



Fraud and cybercrime pose an increasing risk when carrying out transactions online. If a member of Burlingtons Legal LLP has given you our bank details (or you have them on our Invoice or Engagement Letter) and you then receive an email or telephone call purporting to be from someone at Burlingtons Legal LLP directing you to make a payment to a different bank you must ignore it completely and immediately contact us.

This message is private and confidential and may be legally privileged. Any sharing of this message or its contents is prohibited unless approved by Burlingtons Legal LLP. If you have received this message in error, please notify the sender and destroy the message and any attachments. This email is sent on behalf of Burlingtons Legal LLP, a limited liability partnership trading as Burlingtons. Burlingtons Legal LLP is a corporate body owned by its members. Where used, the term "Partner" refers to one of the members or an employee who is a senior professional. The use of this term does not imply that Burlingtons Legal LLP is a general partnership under the Partnership Act 1890.

Burlingtons Legal LLP is registered in England and Wales (registered number OC360876) and its registered office is [5 Stratford Place, London, W1C 1AX](#). A list of members' names is available for inspection at our registered office. Burlingtons Legal LLP is authorised and regulated by the Solicitors Regulation Authority with authorisation number 558409. Our professional rules may be accessed at <http://www.sra.org.uk>.

From: Peter Malmstrom <peter@quantumgroup.uk>
Sent: Monday, April 8, 2024 11:27 AM
To: Isabel Knight <isabel@mapyourfuture.co.uk>
Cc: ian@bristolpad.co.uk; Lydia Thorp <lydia.thorp@burlingtons.legal>
Subject: RE: Quantum share offer

[EXTERNAL EMAIL] DO NOT CLICK links or open attachments unless you recognise the sender and know the content is safe.

Dear Isabel,

Thank you for confirming Ian's wish to proceed to purchase £40,000 of the remaining shares at £11 a share through his SSAS and Ian, Floyd and I are happy to agree this deal with you.

Ian, it was great to speak to you on the Teams call last week, and I hope I covered all the questions you might have had and was able to put a little more colour into the Group that is moving forward at pace, as we gear up towards a float.

As you know SSAS investments can take a little longer to compete, but as long as your Trustees are turned into providing the responses in a timely fashion, it will be fine and we have many SSAS and SIPP shareholdings, usually existing shareholders, who have "topped up" using their SIPP or SASS investment vehicles.

I have taken your email below as the instruction to proceed on the agreed deal and to this end, have copied Lydia Thorp in to this email, a Corporate Partner at our law firm

Burlingtons LLP who have handled all such investments since inception both as our lawyers and the companies corporate secretaries, so this is now a well-oiled machine (as Isabel has probably told you), and they are very helpful, so will take you through the whole process, right through to settling the Stamp Duty on your SSAS's behalf, and arranging the shares certificates through Nevilles our registrars.

Lydia will reach out to you shortly and if you can copy your SSAS trustees in to this these communication, Lydia and her team can move this process forward for you.

Kindest regards,

Peter



Peter Malmstrom
Founder & M&A Investment Committee

Mobile: +44 (0) 7889 650 150 **Email:** peter@quantumgroup.uk
Quantum Group, 15 Belgrave Square, London, SW1X 8PS

www.quantumgroup.uk



**British Business Bank convert and
take shareholding in Quantum**

Quantum Group is the trading name of Quantum Financial Holdings Limited, a company registered in England and Wales under No. 09621151 with its registered office at 15 Belgrave Square, London, SW1X 8PS. This email and any attachments to it may be confidential and are intended solely for the use of the individual to whom it is addressed. Any views or opinions expressed are solely those of the author and do not necessarily represent those of Quantum Financial Holdings Limited. If you are not the intended recipient of this email, please notify us by return email or telephone, erase all copies and do not disclose the email or any of its contents to any person.

From: Isabel Knight <isabel@mapyourfuture.co.uk>
Sent: Wednesday, April 3, 2024 8:41 AM
To: Peter Malmstrom <peter@quantumgroup.uk>
Cc: ian@bristolpad.co.uk
Subject: FW: Quantum share offer

CAUTION: This email originated from outside of the organisation. Do not click links or open attachments unless you recognise the sender and know the content is safe.

Hello Peter

Please find below an email from Ian Day who would like to £40k of shares in Quantum through his SSAS.

Ian is waiting for his SSAS company to come back to him with any further documents that they might require, and in the meantime I have suggested that a call with you would be great for Ian to hear from you more about the road map for Quantum and for you to meet Ian again. (You did meet him briefly in London.) Ian is a very good FX trader amongst other things.

Re a possible call together would one later afternoon tomorrow or Friday work for you?

Warm regards,

Isabel Knight

Director: www.mapyourfuture.co.uk

+44 (0)7939 802975

LinkedIn: <https://www.linkedin.com/in/isabelknight/>



See our [privacy notice](#) for details on how we manage personal information.

Disclaimer: <http://www.exeter.gov.uk/disclaimer>

From: Ian Day <ian@bristolpad.co.uk>
Sent: Wednesday, April 3, 2024 8:31 AM
To: Isabel Knight <isabel@mapyourfuture.co.uk>
Subject: Fwd: Quantum share offer

Hi Isabel

This just to confirm to you and Peter that 'I' am keen to 'put a toe in the water' on the below and buy 40K (£39.996?) of shares at £11 per share. I have not had a response yet from RC and will need to chase. They already have the below and also the draft agreement forwarded immediately on receipt from you.

The purchase would be by the SSAS of my company, BristolPad Ltd, for both of which I am sole Director / Trustee / beneficiary.

Thanks for identifying this opportunity to me.

Best, Ian

Professor Ian Day 07833 637940

--

Kind regards

Georgina

Web. <https://retirement.capital>

Phone: 0330 311 0088

Data Processing Centre

Retirement.Capital

Venture Wales Building

Merthyr Tydfil Industrial Business Park

Merthyr Tydfil

Wales

CF48 4DR

Any statement or advice given in this email or any other correspondence by Retirement Capital, its employees or consultants on any subject not covered by a signed terms of engagement is given without liability for any advice or mis-statement. This E-mail and any attachments to it are strictly confidential and intended solely for the addressee. It and they may contain information which is covered by professional or other privilege. If you are not the intended addressee, you must not disclose, forward, copy or take any action in reliance on this email or its attachments. If you have received this email in error, please notify the sender at data@retirement.capital as soon as possible and delete this email immediately and destroy any hard copies of it.

6 attachments

~WRD3082.jpg
1K



image004.png
11K



image005.gif
49K



image006.jpg
5K

 **COMPLETED - SPA - BristolPad - 2024.04.25.pdf**
3748K

 **COMPLETED - STF - BristolPad - 2024.04.25.pdf**
59K