

## OTCQB Certification

I, Christopher Benjamin, CFO of Quantum Materials Corp ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):

- ☒ Company is registered under Section 12g of the Exchange Act  
☐ Company is relying on Exchange Act Rule 12g3-2(b)  
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
☐ Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of October 17, 2014 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Morse & Morse PLLC  
Messineo & Co, CPAs LLC

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

SD Torrey Hills Capital

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Stephone Squires	12326 Scott Dr Kingston OK 73439	16.5
Robin Squires	12326 Scott Dr Kingston OK 73439	0.9
David Doderer	818 Sutters Rim, San Antonio TX, 78258	6.6
MKM Opportunity Master Fund Ltd., David Skriloff, Portfolio Manager	1410 Broadway, 23rd Floor New York, NY 10018	8.8
Steven Posner Irrevocable Trust, Jarrett Posner, Trustee	10800 Biscayne Blvd, Ste 350, Miami, FL 33161	8.5

Date: 10/17/2014



Name of Certifying CEO or CFO: Christopher Benjamin

Title: CFO

Signature: /s/ Christopher Benjamin

(Digital Signatures should appear as "/s/ [OFFICER NAME]")