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**Bar Admissions:**  
**New York, New Jersey and District of Columbia**

October 28, 2024

OTC Markets Group Inc.  
304 Hudson Street  
New York, NY 10013

Re: Quantum Capital, Inc.

To Whom It May Concern:

We have been retained by Quantum Capital, Inc. (the “Issuer”) for the purpose of rendering this letter and related matters. In connection therewith, please find the following regarding the Issuer and the Issuer’s securities quoted on OTC Link (the “Securities”) in accordance with the instructions set forth in the Attorney Letter Guidelines. For ease of reference, review, and clarity, we have presented such matters in the order they are presented in the Attorney Letter Guidelines.

1. OTC Markets Group Inc. (“OTC Markets”) is entitled to rely on the contents herein in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.
2. The undersigned attorney (“Counsel”) is a U.S. resident. Counsel serves as Issuer’s general counsel and regular disclosure counsel. Counsel does not beneficially own any shares of the Issuer’s securities, has not received, and has no agreement to receive in the future, shares of the Issuer’s stock, in payment for services.
3. Counsel has examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering the Letter.
4. Counsel is authorized to practice law in the State of New York and under the Federal laws of the United States of America. This letter covers the laws of the United States and does not depend on another law firm’s opinion or letter.

5. Counsel is permitted to practice before the Securities and Exchange Commission (the “SEC”) and have not been prohibited from practice thereunder. Counsel is not currently, and during the past five years, has not been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency.

6. Counsel is not currently, and during the past five years, has not been, suspended or barred from practicing in any state or jurisdiction, or charged in a civil or criminal case.

7. As to matters of fact, Counsel has assumed that all facts set forth in the official public records, certificates, and documents supplied by public officials or otherwise conveyed to us by public officials are complete, true, and accurate and all sources of any such information were believed to be reliable. In addition, Counsel has assumed that all facts provided by management of the Issuer in response to inquiries, along with the Issuer’s books and records, are complete, true, and accurate and believed to be reliable. We express no opinion as to the validity of any of the assumptions, for or content of any financial or statistical data contained in the Information (as defined below).

8. In connection with the preparation of this letter, Counsel has reviewed information published by the Issuer on the OTC Disclosure & News Service specifically the Issuer’s(a) Annual Report - Annual Disclosure and Financial Report for year ended: June 30, 2024, published on September 29, 2024, and period ended September 30, 2023, published on December 14, 2023 (collectively, the “Information”).

9. Based on the examination set forth above, the Information (i) constitutes “adequate current public information” concerning the Securities and the Issuer and “is available” within the meaning of Rule 144(c)(2) under the Securities Act, (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”), (iii) complies as to form with the OTC Markets Group’s Pink Basic Disclosure Guidelines, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com), and (iv) has been posted through the OTC Disclosure & News Service.

10. The financial statements were prepared by Marsha Moodley, a Chartered Accountant. Ms. Moodley, by virtue of being a Chartered Accountant or CPA has the knowledge and experience necessary to prepare the Company’s financial statements. The Issuer has represented to us that the Financial Statements were prepared in accordance with Generally Accepted Accounting Principles. The financial statements were not audited.

11. The Issuer’s transfer agent is Pacific Stock Transfer. Counsel has confirmed that the transfer agent is registered with the SEC. Counsel has reviewed the Transfer Agent Ledger to verify the number of outstanding shares set forth in the Information.

12. Counsel has (i) personally, via telephone, meet with Sakib Manzoor, President of the Issuer, (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with the President, Mr. Manzoor.

13. To the best of Counsel's knowledge, after inquiry of management and a majority of the directors of the Issuer, none of the Issuer, any 5% holder, or Counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

14. No person other than OTC Markets Group is entitled to rely on this letter, but Counsel grants OTC Markets Group full and complete permission and rights to publish the letter in the OTC Disclosure & News Service for public viewing.

15 Based solely on our examination of the corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this letter, the Issuer's filings with the SEC, the Information, and our review and discussion of the Information and with management and a majority of directors of the Issuer, and the Issuer's representations made therein, the Company was a shell company until December 31, 2021 when it ceased being a shell company because the Company had subsidiaries in Australia with business activities as evidenced by the financial disclosures and notes thereof subsequent to December 31, 2021. The subsidiaries include Eduration Pty Ltd, Xseed Pty Ltd, Xamerg Pty Ltd, Rayont Technologies (M) Ltd and Rayont Technologies Pty Ltd and Loan Base Pty Ltd which the Company acquired on June 30, 2022. In addition, on June 30, 2022, following a restructuring, the Company sold the following five (5) subsidiaries: Eduration Pty Ltd, Xseed Pty Ltd, Xamerg Pty Ltd, Rayont Technologies (M) Ltd and Rayont Technologies Pty Ltd. Currently the Company operates only one (1) subsidiary: Loan Base Pty Ltd. Finally, the Company also applied for OTC IQ to better monitor its security's market activities seamlessly distribute information to investors. Therefore, as of December 31, 2021, we have no information or reason to believe that the Company is a "shell company" as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act subsequent to December 31, 2021.

Where we render an opinion herein with respect to the existence or absence of facts or circumstances and such opinion is qualified by the expression "to our knowledge" or words to like effect, it is based solely on: (i) the actual knowledge of the current partners and employees of our law firm learned during the course of representing the Issuer; (ii) a review of any executed certificate of representatives of the Issuer referred to above covering such matters; and (iii) such other investigation, if any, as we specifically set forth herein. We have not undertaken any other investigation.

This letter is governed by and shall be interpreted in accordance with the Legal Opinion Accord (the "Accord") of the American Bar Association Section of Business Law (1991). Therefore, it is subject to a number of qualifications, exceptions, definitions, limitation on coverage, and other limitations, all as more particularly described in the Accord, and this letter should be read in conjunction therewith. The law relevant to the opinions expressed herein is limited to the laws of the United States of America.

We assume no duty to update, revise, or supplement this opinion or to communicate with you with respect to any change in law that comes to our attention hereafter.

/s/ Franklin Ogele  
Franklin Ogele, Esq.