



QUANTUM FINTECH
ACQUISITION CORP.



AtlasClear

May 2023

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ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the Proposed Transaction, New Pubco has publicly filed with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 (the "Form S-4") containing a preliminary proxy statement of Quantum and prospectus of New Pubco, and after the registration statement is declared effective, Quantum will mail a definitive proxy statement/prospectus relating to the Proposed Transaction to its stockholders. This Package does not contain any information that should be considered by Quantum's stockholders concerning the Proposed Transaction and is not intended to constitute the basis of any voting or investment decision in respect of the Proposed Transaction or the securities of New Pubco. Quantum's stockholders and other interested persons are advised to read the preliminary proxy statement/prospectus and the amendments thereto and, when available, the definitive proxy statement/prospectus and other documents filed in connection with the Proposed Transaction, as these materials will contain important information about New Pubco, Quantum, AtlasClear, Wilson-Davis & Co., Inc. ("Wilson-Davis"), Commercial Bancorp of Wyoming ("Commercial Bancorp") and its subsidiary bank, Farmers State Bank ("FSB"), and the Proposed Transaction. When available, the definitive proxy statement/prospectus will be mailed to stockholders of Quantum as of a record date to be established for voting on the Proposed Transaction. Stockholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed with the SEC, without charge, once available, at the SEC's website at www.sec.gov, or by directing a request to: Quantum FinTech Acquisition Corporation, 4221 W Boy Scout Blvd., Suite 300, Tampa, FL 33607, Attention: Investor Relations or by email at atlasclearir@icrinc.com.

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PARTICIPANTS IN SOLICITATION

Quantum, AtlasClear and their respective directors and executive officers may be deemed participants in the solicitation of proxies from Quantum stockholders with respect to the Proposed Transaction. Quantum stockholders and other interested persons may obtain, without charge, more detailed information regarding the directors and officers of Quantum in its Annual Report on Form 10-K, filed with the SEC on March 31, 2023 (the "2022 Form 10-K"), which is available free of charge at the SEC's website at www.sec.gov. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Quantum stockholders in connection with the Proposed Transaction and other matters to be voted upon at Quantum's special meeting of stockholders will be set forth in the proxy statement/prospectus for the Proposed Transaction when available. Additional information regarding the interests of the participants in the solicitation of proxies from Quantum's stockholders with respect to the Proposed Transaction will be contained in the proxy statement/prospectus for the Proposed Transaction when available. Such interests may, in some cases, be different from those of AtlasClear's or Quantum's equity holders generally.

FORWARD-LOOKING STATEMENTS

This Package contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, that reflect AtlasClear's and Quantum's current views with respect to, among other things, the future operations and financial performance of AtlasClear, Quantum and the combined company. Forward-looking statements in this communication may be identified by the use of words such as "anticipate," "assume," "believe," "continue," "could," "estimate," "expect," "foreseeable," "future," "intend," "may," "outlook," "plan," "potential," "proposed," "predict," "project," "seek," "should," "target," "trends," "will," "would" and similar terms and phrases. Forward-looking statements contained in this communication include, but are not limited to, statements as to (i) expectations regarding the Proposed Transaction, (ii) anticipated use of proceeds from the transaction, (iii) AtlasClear and Quantum's expectations as to various operational results and market conditions, (iv) AtlasClear's anticipated growth strategy, including the proposed acquisitions, (v) anticipated benefits of the Proposed Transaction and proposed acquisitions, and (vi) the financial technology of the combined entity.

The forward-looking statements contained in this communication are based on the current expectations of AtlasClear, Quantum and their respective management and are subject to risks and uncertainties. No assurance can be given that future developments affecting AtlasClear, Quantum or the combined company will be those that are anticipated. Actual results may differ materially from current expectations due to changes in global, regional or local economic, business, competitive, market, regulatory and other factors, many of which are beyond the control of AtlasClear and Quantum. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Factors that could cause actual results to differ may emerge from time to time, and it is not possible to predict all of them.

Such factors include, but are not limited to: the risk that the transaction may not be completed in a timely manner or at all; the risk that the transaction closes but AtlasClear's acquisition of Commercial Bancorp and its subsidiary bank, FSB, does not close as a result of the failure to satisfy the conditions to closing such acquisition (including, without limitation, the receipt of approval of Commercial Bancorp's stockholders and receipt of required regulatory approvals); the failure to obtain requisite approval for the transaction or meet other closing conditions; the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive agreement in respect of the transaction; failure to achieve sufficient cash available (taking into account all available financing sources) following any redemptions of Quantum's public stockholders; failure to obtain the requisite approval of Quantum's stockholders; failure to meet relevant listing standards in connection with the consummation of the transaction; failure to recognize the anticipated benefits of the transaction, which may be affected by, among other things, competition, the ability of the combined entity to maintain relationships with customers and suppliers and strategic alliance third parties, and to retain its management and key employees; potential litigation

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relating to the proposed transaction; changes to the proposed structure of the transaction that may be required or appropriate as a result of the announcement and execution of the transaction; unexpected costs and expenses related to the transaction; estimates of AtlasClear and the combined company's financial performance being materially incorrect predictions; AtlasClear's failure to complete the proposed acquisitions on favorable terms to AtlasClear or at all; AtlasClear's inability to integrate, and to realize the benefits of, the proposed acquisitions; changes in general economic or political conditions; changes in the markets that AtlasClear targets or the combined company will target; slowdowns in securities or cryptocurrency trading or shifting demand for trading, clearing and settling financial products; the impact of the ongoing COVID-19 pandemic; any change in laws applicable to Quantum or AtlasClear or any regulatory or judicial interpretation thereof; and other factors, risks and uncertainties, including those to be included under the heading "Risk Factors" in the proxy statement/prospectus filed or to be later filed with the SEC, and those included under the heading "Risk Factors" in Quantum's 2022 Form 10-K and its subsequent filings with the SEC. AtlasClear and Quantum caution that the foregoing list of factors is not exhaustive. Any forward-looking statement made in this communication speaks only as of the date hereof. Plans, intentions or expectations disclosed in forward-looking statements may not be achieved and no one should place undue reliance on such forward-looking statements. Neither AtlasClear nor Quantum undertake any obligation to update, revise or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

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COMPELLING PRIME BROKERAGE MODEL



AtlasClear Management is cultivating a Unique FinTech Opportunity

Acquiring Wilson Davis & Co. Inc., (“WDCO”)

- Full-service correspondent clearing firm that has been in business for over 50 years
- Member of DTCC and NSCC; registered with the SEC, FINRA and SIPC
- Plans to provide the platform to custody, clear and settle full spectrum of financial asserts
- Profitable enterprise with significant upside opportunity to grow and expand

Acquisition of Commercial Bancorp of Wyoming (“CBW”)¹

- Operating Federal Reserve Member Bank that has been in business for over 100 years
- Would allow for additional business lines of banking services to institutional client base
- Would create additional internal efficiencies when combined with clearing firm for deposit sweeps and extension of credit

Acquiring Prime Brokerage Technology

- Institutional full-service clearing platform developed by Atlas FinTech Holdings Corp (“AFHC”)
- Expect to provide a fully operational FX clearing and settlement platform to provide market penetration on a global basis into the largest market in the world
- Expect to provide internalized trading and execution systems that create speed and efficiencies for clients

¹ Definitive agreement in place to acquire Commercial Bancorp and its bank subsidiary. Acquisition would occur after closing of Business Combination and is subject to, among other things, regulatory approval.

CURRENT STATE OF FINANCIAL SERVICES MARKET

There are significant unmet needs for small to midsize financial services support¹ created by: Legacy Technology Footprints, Lack of Competition and Regulatory Risk.

01

Small to midsize Broker Dealers, Banks, Hedge Funds, Credit Unions find it difficult to secure competitive price offers on primary service offerings

02

These firms find it difficult to provide or secure competitive technology suites

03

Non-US Financial Services firms are often underserved

04

Microcap and Private Placement Memorandum firms orphaned



Lack of services leads to

- *Poorer returns to customers due to lower profit margins and lack of credit*
- *Higher costs in ticket charges and transaction fees*
- *Higher cash settlement costs*
- *Customer attrition from lack of services*
- *Lower scale across all product segments*

¹ AtlasClear's target market is financial services firms generally with annual revenues up to \$1 billion.

ATLASCLEAR SOLUTION

AtlasClear Capabilities Would Answer Unmet Needs Compared to Competitors

	Offering Core to Overall Business	Universal Margin and NPL	Full-Service, One-Stop Shop	FX Full Suite	Innovative SaaS Technology	Complete Regulatory Structure*	DTC Eligibility Sponsor
	X	X	✓	✓	X	✓	X
	X	X	✓	✓	X	X	X
	X	X	✓	✓	X	✓	X
	✓	X	X	X	X	X	✓
	X	X	✓	X	X	✓	X
	X	X	✓	X	X	✓	X
	✓	✓	✓	✓	✓	✓	✓

*Defined as affiliated correspondent clearing firm and FDIC bank for active sweeps, lending, and FX custody

ATLASCLEAR EXPECTED FINTECH AND REGTECH CAPABILITIES¹

To Provide Newest Technologies with Broad Business Capacity



The Next Generation Clearing and Trade Processing Engine

Broker Dealer			Bank		
<ul style="list-style-type: none"> ▪ Developing vertically integrated complex options trading platform ▪ Developing proprietary clearing and settlements platform ▪ Developing proprietary order execution engine ▪ Developing risk management module ▪ Developing mobile Apps 	<ul style="list-style-type: none"> ▪ Cloud based ▪ Proprietary OMS ▪ Proprietary order execution engine ▪ Risk management module ▪ Mobile Apps 	<ul style="list-style-type: none"> ▪ Custom fixed income analytics and risk management ▪ Unique automated quantitative analytics tool that allows clients to efficiently analyze unrated securities 	<ul style="list-style-type: none"> ▪ Complete exchange platform for FX and FX derivatives ▪ Planned to be redeployed and integrated to Rubicon for FX Option trading 	<ul style="list-style-type: none"> ▪ Clearing and settlement ▪ Risk management ▪ Multiple instrument coverage ▪ Global cross-product trade and risk management ▪ Real time cross collateral credit limit monitoring 	<ul style="list-style-type: none"> ▪ Multi-product, machine-learning, low latency, price aggregation and distribution engine ▪ Currently in operation for Spot FX and integrated to over 30 trading venues ▪ Fully integrated to bank core processor

¹ Assuming closing of acquisition of Wilson-Davis, Commercial Bancorp, and PacSquare code. The acquisitions of Commercial Bancorp and PacSquare code are expected to occur after the closing of the Business Combination and are subject to a number of conditions including regulatory approval. We have a definitive agreement with Commercial Bancorp of Wyoming and a nonbinding letter of intent to purchase certain PacSquare code.

STRATEGICALLY EXPERIENCED ATLAS LEADERSHIP TEAM



AtlasClear Board following Proposed Transaction

Bob McBey

Chairman and CEO
AtlasClear

- Current CEO Wilson, Davis & Co.
- Former Chief Executive Officer for Penson United Kingdom and Penson Canada
- Former EVP and Director of Operations of Southwest Securities and SWS Group

John Schaible

Director Nominee

- Co-Founder, COO, Vice Chairman and Director of Anderen Bank and Anderen Financial until its sale
- Founder, President and CEO of NexTrade; grew NexTrade from its inception in 1995 to 2006 sale to Citigroup
- Three-time Ernst & Young "Entrepreneur of the Year" nominee

Craig Ridenhour

Director

- One of founding partners of Atlas FinTech Holdings and serves as the Executive Vice President of Business Development
- Founding Partner AtlasBanc Holding Corp.
- 29 years of experience in the financial services industry working in various senior and executive management positions

Steve Carlson

Director Nominee

- Co-Founder, Pi Capital
- Former President, INTL FC Stone Financial Inc.
- Global Head of Emerging Markets, Lehman Brothers

Tom Hammond

Director Nominee

- Former President of ICE (New York Stock Exchange) Clear – retired 2017
- Former Director of the Futures Industry Association (FSD Chicago Division)
- Former President Board of Trade Clearing Corporation (BOTCC)
- 2017 Inductee Futures Industry Association Hall of Fame

Sandip Patel

Director Nominee

- General Counsel, Partner, WellCare; sold to Soros and IPO
- Founder, CEO Orion Group
- Co-Founding shareholder, Director, Anderen Bank

Jim Tabacchi

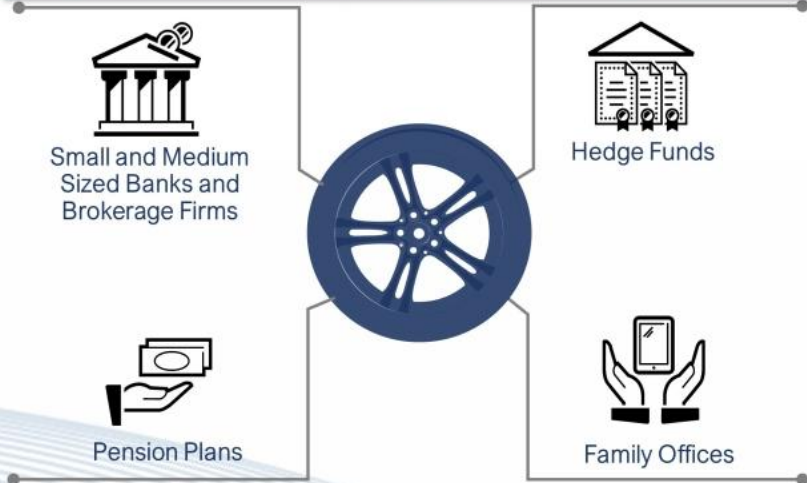
Director Nominee

- CEO, South Street Securities
- Member, Board of Directors DTCC
- Chairman of the Board, Independent Dealer and Trader Association (IDTA)

ATLASCLEAR – OPEN FIELD FOR GROWTH

The estimated total revenue of the execution, clearing, and prime services industry is \$159B¹.

Target Clients for Prime Brokerage and Prime Banking Services



***Target Group is not adequately served at present by the larger correspondent clearing firms and banks*

Correspondent Clearing Firms in 2022

Pershing, Fidelity, APEX, etc. have focused their clearing services on larger financial institutions

Small and Medium sized institutions have limited options

Challenges faced by Small and Medium sized institutions

Minimums at the larger clearing firms are too high

Need for “piggy-backing” in order to meet the needs of their client bases

Often using multiple intermediaries to get a complete clearing solution

AtlasClear Growth Plan: Organic and Acquisition

TRANSACTION SUMMARY

Mindful structure for potential post close performance

Transaction Structure

- AtlasClear to be combined with Quantum (NYSE:QFTA) pursuant to a “double dummy” structure; combined company to become a publicly- traded company under the name “AtlasClear Holdings, Inc.”.

Valuation

- Pre-money AtlasClear value of \$75.4 mm for WDCO, AFHC technology assets and potential purchases of CBW and PacSquare code; additional earn-out for AtlasClear shareholders (payable in shares) for up to \$87.5mm in value.

Uses

- Acquisition of WDCO: \$20mm
- Net Capital of WDCO: \$28mm
- Expenses: \$12mm
- Cash to Balance Sheet: \$45mm

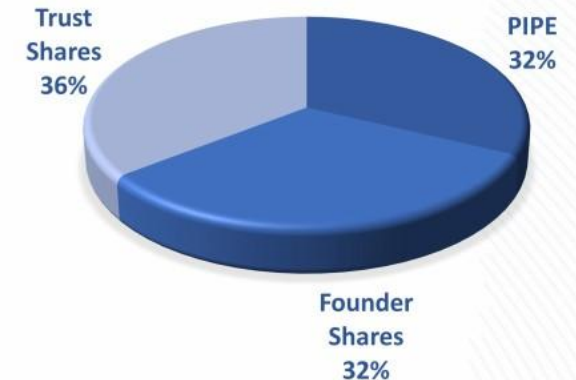
Discount to NPV

- Based on Fairness Opinion, pre-money value is a 53% discount to Net Present Value.

Pro-Forma Ownership at Despac

Over 50% of economics performance driven²

OWNERSHIP



Indicative Sources and Uses (\$mm)

Sources

SPAC Trust Funds	\$55mm ¹
Equity Financing	\$50mm

Total Sources³

\$105

Uses

Acquisition of WDCO & Net Capital	\$48mm
Cash to Balance Sheet / M & A	\$45mm
Estimated Transaction Expenses	\$12mm

Total Uses

\$105

¹Assumes no redemptions
²Does not give effect to the warrants
³Does not include ELOC or similar products



Accretive Acquisition Opportunities



Experienced Leadership Team



Underserved Market to Capture



Successful Industry Track Record



Robust Outlook