

18 June 2014

To the Company Announcements Office ASX Limited

For immediate release to market

On market takeover bid by the Bidder for ordinary shares in the capital of SMC

In accordance with section 6.1.1 of the ASIC Market Integrity Rules (ASX Market) 2010, Ord Minnett Ltd (the **Bidder's Broker**) announces that the Bidder's Broker will, on behalf of QGold Pty Ltd, ACN 149 659 950 (the **Bidder**), pursuant to section 635 of the Corporations Act (Cth) 2001 (**Corporations Act**), offer to acquire on market at a price of 3.5 cents per share (**Offer Price**), all of the fully paid ordinary shares (**SMC Shares**) in the capital of Strategic Minerals Corporation N.L. ACN 008 901 380 (**SMC**) which are listed for quotation on the official list of the Australian Securities Exchange (**ASX**) that exist or will exist during the Offer Period (as defined below) (**Offer**).

From the date and time of this announcement and ending at close of trading on ASX on 22 August 2014, the Bidder's Broker (on behalf of the Bidder) will accept at the Offer Price every SMC Share offered to the Bidder's Broker on market up to a maximum of 825,173,328 Shares (being all the SMC Shares on issue at the date of this announcement) together with any additional SMC Shares which are issued during the Offer Period.

Terms of the Offer

Given that the offer is an on market bid, it is unconditional and the consideration will be paid by way of cash.

The key features of the Offer are:

- it is an on market unconditional offer of 3.5 cents per SMC Share;
- the Bidder's Broker will accept SMC Shares offered to it on market from today at the Offer Price until the conclusion of the Offer Period (defined below); and
- the Offer Period may be extended and the Offer Price may be increased or the Offer withdrawn in accordance with the Corporations Act.

Acquisition from Announcement

The Bidder has appointed the Bidder's Broker to purchase all SMC Shares that exist or will exist from today until the conclusion of the Offer Period which are not already owned by the Bidder on its behalf on market during the official trading days (**Trading Days**) of ASX. The Bidder's Broker has been instructed to purchase, at the Offer Price, every SMC Share offered for sale during the Trading Days in the period from the date of this announcement until the end of the Offer Period.

Ord Minnett Limited

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A Market Participant of Australian Stock Exchange Limited – Licensed Securities Dealer

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Ord Minnett. We believe the advice and information herein to be accurate and reliable, but no warranty of accuracy or reliability is given.

Settlement and Brokerage

Payment for SMC Shares sold to the Bidder under the Offer will be made on a T+3 settlement basis in accordance with the usual ASX Settlement Operating Rules for ASX trading.

As the Offer will only be capable of acceptance by holders of SMC Shares (**Shareholders**) selling through Brokers which are participating organisations of ASX, all SMC Shares to be purchased by the Bidder will be purchased on market only during Trading Days.

Any brokerage charged by Brokers acting for shareholders wishing to sell their SMC Shares will be the sole responsibility of those shareholders.

Offer Period

The Bidder's Broker will stand in the market on behalf of the Bidder and accept SMC Shares offered to it at the Offer Price from the date of this announcement. However, the Offer will be made during the period commencing 3 July 2014 (being the first trading day after the end of 14 days after the date of this announcement) and ending on 22 August 2014 (**Offer Period**) unless extended by the Bidder pursuant to the Corporations Act.

The Bidder reserves the right to withdraw unaccepted Offers in the circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the Offer Period.

Bidder's Statement

In accordance with section 635 of the Corporations Act, a Bidder's Statement will be served on SMC and lodged with each of the ASX and Australian Securities and Investments Commission today. A copy of the Bidder's Statement will also be sent to SMC shareholders prior to commencement of the Offer Period.

The SMC Shares

The SMC Shares which are subject of the Offer are all fully paid ordinary shares in the capital of SMC which the Bidder does not already have a relevant interest in at the date of the Bidder's Statement or such other shares which are issued during the Offer Period. Immediately before the making of this announcement:

- in so far as the Bidder is aware, there are 825,173,328 SMC Shares on issue, all of which are quoted on ASX; and
- the Bidder and its Associates have a relevant interest in 427,030,177 SMC Shares, which represent approximately 51.75% of all SMC Shares on issue in the capital of SMC.

Signed on behalf of Ord Minnett Ltd



Karl Morris
Executive Chairman