

# FAX COVER SHEET

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TO

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COMPANY

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FAXNUMBER 611300135638

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FROM Bruce Richards

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DATE 2017-12-04 04:44:52 GMT

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RE

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COVER MESSAGE

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# QGold Pty Ltd

ACN 149 659 950  
Level 15  
40 Creek Street  
Brisbane QLD 4000

4 December 2017

Company Announcements  
ASX Limited  
By facsimile: 1300 135 638

## **On-Market Takeover Offer for Strategic Minerals Corporation N.L. Bidder's Statement**

I refer to the announcement lodged earlier today by Ord Minnett Ltd, the broker for QGold Pty Ltd ACN 149 659 950 ("Bidder") regarding the Bidder's on-market takeover offer ("Offer") for all issued ordinary shares of Strategic Minerals Corporation N.L. ACN 008 901 380 (ASX:SMC) ("SMC"), at a price of \$0.40 per share.

To fulfil the Bidder's obligations under section 635(1) of the *Corporations Act 2001* (Cth), the Bidder's Statement for the Offer is lodged with this letter.

Yours faithfully



**Christopher Wallin**  
Sole Director, QGold Pty Ltd

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**  
**YOU SHOULD READ THIS DOCUMENT IN ITS ENTIRETY. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISOR AS SOON AS POSSIBLE.**

## **BIDDER'S STATEMENT**

**FOR AN UNCONDITIONAL ON-MARKET CASH OFFER BY**

**QGOLD PTY LTD**  
(ACN 149 659 950)

**TO ACQUIRE ALL YOUR ORDINARY SHARES IN**  
**STRATEGIC MINERALS CORPORATION NL**  
(ACN 008 901 380)

**FOR \$0.40 CASH PER SHARE**

ORD MINNETT LIMITED HAS BEEN APPOINTED AS THE BROKER FOR QGOLD PTY LTD AND WILL STAND IN THE MARKET AND RECEIVE SMC SHARES OFFERED TO IT AT THE OFFER PRICE FROM 4 DECEMBER 2017)

TO ACCEPT THIS OFFER PLEASE INSTRUCT YOUR BROKER TO SELL YOUR SHAREHOLDING TO QGOLD PTY LTD ACN 149 659 950 ON-MARKET THROUGH THE ASX.

THE OFFER HAS NO CONDITIONS AND IS ABLE TO BE ACCEPTED BY SELLING ON ASX IMMEDIATELY, ALLOWING TWO TRADING DAYS FOR RECEIPT OF CASH.

Please call +61 (7) 3214 5522 if you require assistance with your acceptance.

The Offer is dated 19 December 2017 and will close at the end of trading (4:00pm, Sydney time) on 30 March 2018, unless withdrawn or extended.

**BROKER TO THE OFFER**

**ORD MINNETT**

**LEGAL ADVISOR**

 **DELPHI  
PARTNERS**

## KEY DATES

Date of announcement of Offer	4 December 2017
Bidder's Statement lodged with SMC, ASIC and ASX	4 December 2017
SMC Shareholders able to sell SMC Shares to the Bidder	4 December 2017
Date of Offer	19 December 2017
Offer closes (unless extended or withdrawn) 4.00pm (AEDT)	30 March 2018

These dates may vary as permitted under the Corporations Act. Any changes to the above timetable will be notified by way of announcements on the ASX under SMC's ASX code.

## ACCEPTANCE

To accept the Offer, you should follow the instructions set out in Section 2 of this Bidder's Statement.

## QUESTIONS

If you have any questions in relation to this document, the Offer or how to accept the Offer, please call the Offer Information Line on +61 (7) 3214 5522 from Monday to Friday between 9:00am and 5:00pm (AEDT). Please note that calls to this number may be recorded.

## IMPORTANT INFORMATION AND NOTICES

### (a) Bidder's Statement

This Bidder's Statement is given by QGOLD PTY LTD ACN 149 659 950 (**Bidder**) to STRATEGIC MINERALS CORPORATION NL ACN 008 901 380 (**SMC**) under Part 6.5 of the Corporations Act and relates to the Offer.

This Bidder's Statement is dated 4 December 2017.

The Offer relates to all SMC Shares that exist or will exist at any time during the Offer Period.

### (b) Australian Securities and Investments Commission

A copy of this Bidder's Statement was lodged with ASIC on 4 December 2017. Neither ASIC nor any of its officers takes any responsibility for the contents of this Bidder's Statement.

### (c) Offers outside Australia

The distribution of this Bidder's Statement may, in some jurisdictions, be restricted by law or regulation. The Offer is not being made, directly or indirectly, in or into, and will not be capable of acceptance from, any jurisdiction in which the making of the Offer, or acceptance of the Offer, would not be in compliance with the laws of that jurisdiction.

Accordingly, persons who come into possession of this Bidder's Statement should inform themselves of, and observe, those restrictions. The Bidder does not accept or assume any liability or responsibility for any violation by any person of any such restrictions.

### (d) Important notice to US shareholders

The Offer is made for the shares of an Australian-registered company. It is important that US shareholders understand that the Offer is subject to disclosure requirements in Australia that are quite different from those in the US.

You should be aware that, subject to the Corporations Act, the Bidder may purchase SMC Shares otherwise than under the Offer, such as in the open market.

**(e) Disclosure regarding forward-looking statements**

This Bidder's Statement includes certain forward-looking statements and statements of current intention or expectation (which include those in Section 5 of this Bidder's Statement). As such statements relate to future matters, they are subject to inherent risks and uncertainties.

These risks and uncertainties include factors and risks specific to the industries in which the Bidder and SMC operate as well as matters such as general economic conditions, many of which are outside the control of the Bidder and its director. These factors may cause the actual results, performance or achievements of the Bidder or SMC to differ, perhaps materially, from the results, performance or achievements expressed or implied by those forecasts or forward-looking statements.

The past performance of the Bidder and SMC is not a guarantee of future performance. The forward-looking statements do not constitute a representation that any such matter will be achieved in the amounts or by the dates indicated and are presented as a guide to assist you in assessing the Offer. The forward-looking statements are based on information available to the Bidder at the date of this Bidder's Statement.

None of the Bidder, any of its directors or officers, any person named in this Bidder's Statement or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statements, or any events or results expressed or implied in any forward-looking statements, except to the extent required by law.

Subject to any obligations under law, the Bidder does not give any undertaking to update or revise any forward-looking statements, whether written or verbal, that may be made from time to time, whether as a result of new information, future events, or otherwise.

**(f) Investment decisions**

Nothing in this Bidder's Statement constitutes investment, legal, financial or tax advice. This Bidder's Statement does not take into account your individual investment objectives, financial situation or particular needs. You should therefore seek your own independent financial and taxation advice before deciding whether or not to accept the Offer.

**(g) Information on SMC**

All information in this Bidder's Statement relating to SMC has been prepared by the Bidder using information included in public documents filed by SMC or published by SMC on its website.

None of the information in this Bidder's Statement relating to SMC has been commented on or verified by SMC or its directors or independently verified by the Bidder or its director for the purposes of this Bidder's Statement.

Accordingly, subject to the Corporations Act, the Bidder does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on SMC in this Bidder's Statement should not be considered comprehensive.

In addition, the Corporations Act requires the directors of SMC to provide a target's statement to SMC Shareholders in response to this Bidder's Statement, setting out certain material information concerning SMC.

**(h) Privacy**

The Bidder has collected your information from the register of SMC Shareholders for the purposes of making the Offer. The Corporations Act requires the names and addresses of SMC Shareholders to be held in a public register. Your information may be disclosed on a confidential basis to the Bidder's related bodies corporate and external service providers, and may be required to be disclosed to regulators, such as ASIC. In accordance with the Privacy Act 1988 (Cth), SMC Shareholders may request access to personal information about them held by the Bidder and its agents. The registered office of the Bidder is Level 16, 333 Ann Street, Brisbane, Queensland 4000.

(i) **Rounding**

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Bidder's Statement.

(j) **Defined terms and interpretation**

Unless otherwise noted, capitalised terms and certain abbreviations used in this Bidder's Statement are defined in the Glossary in Section 10. Section 10 also sets out certain rules of interpretation which apply to this Bidder's Statement.

## Contents Page

Bidder's letter .....	7
Reasons why you should accept the Offer .....	8
Frequently asked questions .....	9
1. Overview of the Offer .....	11
2. How to accept the Offer .....	13
3. Information on the Bidder .....	14
4. Information on SMC .....	15
5. Bidder's intentions .....	16
6. Information on SMC securities .....	20
7. Funding .....	22
8. Taxation implications .....	23
9. Additional Information .....	25
10. Glossary and Interpretation .....	27
11. Approval of Bidder's Statement .....	29
Appendix 1 – Broker Announcement .....	30
Corporate Directory .....	32

## Bidder's letter

Dear SMC Shareholder,

I am pleased to enclose a Bidder's Statement in relation to an Offer from QGold Pty Ltd ACN 149 659 950 (the **Bidder**) to acquire all of the issued ordinary shares of Strategic Minerals Corporation N.L. ACN 008 901 380 (**SMC**).

The Bidder is offering \$0.40 cash for each of your SMC Shares. The Offer is unconditional and will remain open until 30 March 2018, unless extended or withdrawn.

The Bidder has instructed its Broker, Ord Minnett Ltd, to purchase all SMC Shares offered for sale to it on the ASX during the Offer Period at the Offer Price of \$0.40 per share.

The Offer provides you certain and immediate value and the opportunity to receive cash within two trading days from the date you instruct your Broker to sell your SMC Shares.

Key reasons for accepting the Offer include:

- (a) the Offer price of \$0.40 per SMC Share represents:
  - a 14.29% premium to the last trading price of SMC Shares on ASX as at 1 December 2017 (being the last Trading Day before the Announcement Date), being \$0.35; and
  - a 14.90% premium to the 90 trading day volume weighted average price of SMC Shares on ASX as at 1 December 2017 (being the last Trading Day before the Announcement Date), being \$0.348138836;
- (b) the Offer value will be paid to you in cash, providing you with a certain and immediate value for your SMC Shares;
- (c) as the Offer is unconditional, you can sell your SMC Shares to the Bidder immediately and receive cash 2 Trading Days (T+2) after your acceptance; and
- (d) the Offer removes any risks and uncertainties that could otherwise affect the future value of your SMC Shares.

If you wish to accept this Offer you can do so by instructing your Broker to sell your shareholding in SMC on market through the ASX. I encourage you to read this Bidder's Statement for more details about the Offer.

If you have any questions in relation to the Offer please contact your legal, financial or other professional advisor. Alternatively, you may contact the Offer Information Line on +61 (7) 3214 5522 from Monday to Friday between 9:00am and 5:00pm (AEDT).

Yours sincerely

Christopher Wallin  
Sole Director  
QGold Pty Ltd

## Reasons why you should accept the Offer

There are a number of important reasons why you should accept the Bidder's Offer. These include:

**1. The Offer Price is at a significant premium to the last trading price**

The Bidder's Offer gives you the opportunity to sell your SMC Shares for \$0.40 cash per SMC Share.

The Offer Price of \$0.40 per SMC Share represents:

- a 14.29% premium to the last trading price of SMC Shares on ASX as at 1 December 2017 (being the last Trading Day before the Announcement Date), being \$0.35; and
- a 14.90% premium to the 90 trading day volume weighted average price of SMC Shares on ASX as at 1 December 2017 (being the last Trading Day before the Announcement Date), being \$0.348138836.

**2. The Offer is unconditional and you can sell your SMC Shares immediately and receive a cash payment two trading days after your acceptance**

There are no conditions attached to the Offer and, although the Offer officially commences from 19 December 2017, you can sell your SMC shares at \$0.40 cash per SMC Share on market now.

Accordingly, you can ACCEPT the Offer knowing that you will be paid in cash 2 trading days after your acceptance (T+2 Basis).

Section 2 of this Bidder's Statement provides instructions on how you can ACCEPT the Offer.

**3. The Bidder is offering cash for your SMC Shares which provides you with certainty compared with retaining your SMC Shares**

The Bidder's Offer is to acquire your SMC Shares for 100% cash consideration.

The certainty provided by receiving cash at an attractive price under the Offer should be compared with the risks and uncertainties associated with remaining a SMC Shareholder, including the uncertainty of SMC's ability to generate future earnings, positive cash flow or dividends.

**4. If the Offer is not accepted it is possible that the market price of SMC Shares may fall**

While there are many factors that will influence the market price of SMC Shares, in the absence of the Offer or a competing bid, it is possible that after the close of the Offer the SMC Share price will fall below the value of the Offer, given that the Offer represents a premium to the prior recent market price of SMC Shares.

## Frequently asked questions

### 1. What is the Offer?

The Bidder is making an unconditional Offer to acquire all of your SMC Shares. The Offer consideration is \$0.40 cash for each SMC Share.

### 2. When can I sell my SMC Shares to the Bidder?

You can sell your SMC Shares on market to the Bidder **immediately** and receive cash proceeds within two trading days.

The Bidder's Broker, Ord Minnett Limited, will stand in the market on behalf of the Bidder and receive SMC Shares offered to it at the Offer Price from the Announcement Date (i.e. 4 December 2017) until 30 March 2018, the date the Offer is scheduled to close (unless extended or withdrawn in accordance with the Corporations Act). To accept the Offer, you should follow the instructions set out in Section 2 of this Bidder's Statement.

### 3. What is this Bidder's Statement?

This Bidder's Statement was prepared by the Bidder for distribution to SMC Shareholders. This Bidder's Statement describes the terms of the Offer for your SMC Shares and information relevant to your decision whether or not to accept the Offer. This Bidder's Statement is an important document. Should you have any doubt as to how to deal with this document, you should consult your financial, legal or other professional advisor.

### 4. Who is the Bidder?

QGold Pty Ltd is a private company that currently holds Exploration Permits for Minerals in Queensland. Its sole director is Christopher Wallin.

Christopher Wallin is also the founder and managing director of QCoal Pty Ltd which mines coal from the Bowen Basin, including the Sonoma Coal Mine and Drake Coal Mine. These mines produce 6 million tonnes of coking and thermal coal which is exported through the Abbot Point Coal Terminal each year. QCoal also has several other mines in either early production or development stage. One such mine, the Byerwen Coal Mine, will enter production phase next year.

Refer to Section 3 for further information.

### 5. How do I accept the Offer?

The Offer can only be accepted by selling all or some of your SMC Shares on market to the Bidder's Broker before the end of the Offer Period. This means that you must give instructions to a Broker to sell all or some of your SMC Shares on market. You are not required to complete a form to accept the Offer. Further information on how to accept the Offer is set out in Section 2 of this Bidder's Statement.

### 6. Are there any conditions of the Offer?

No. The Offer is an unconditional cash offer.

### 7. When does the Offer close?

The Offer is currently scheduled to close at 4.00pm (AEDT) on 30 March 2018 (unless extended or withdrawn in accordance with the Corporations Act).

### 8. Will I need to pay brokerage if I accept the Offer?

You are responsible for paying your Broker's fees.

**9. If I accept the Offer, when will I be paid?**

The usual rules for settlement of transactions which occur on market on ASX will apply in respect of the Bidder's purchase of SMC Shares on market. This means that you will be paid on a T+2 Basis.

**10. What are the tax implications of accepting the Offer?**

A general description of the taxation treatment for certain Australian resident SMC Shareholders accepting the Offer is set out in Section 8.

The description in Section 8 is a general description only and not advice. It does not take into account your particular circumstance or needs. You should not rely on that description as advice for your own affairs.

You should consult your taxation advisor for detailed taxation advice before making a decision as to whether or not to accept the Offer for your SMC Shares.

**10. What is the effect of the Offer on Options issued by SMC?**

The Offer will not extend to the acquisition of any Options. However, the Offer will extend to any SMC Shares that are issued and listed for quotation on ASX at any time during the Offer Period as a result of the exercise or conversion of any existing Options.

The Bidder has no intention to compulsorily acquire any Options unless it is required to do so by law.

## 1. Overview of the Offer

### 1.1 Summary of Offer terms

The Bidder Offers under an on-market takeover bid to purchase all SMC Shares that exist or will exist at any time during the Offer Period for \$0.40 cash per share.

A copy of the takeover announcement made to ASX on 4 December 2017 by the Bidder's Broker, Ord Minnett Ltd, is set out in Appendix 1 of this Bidder's Statement.

### 1.2 Offer

The Bidder hereby offers to acquire all SMC Shares together with rights attaching to them for consideration of \$0.40 cash per share, on the terms and conditions set out in this Offer.

The Offer will not extend to the acquisition of any Options. However, the Offer will extend to any SMC Shares that are issued and listed for quotation on ASX at any time during the Offer Period as a result of the exercise or conversion of any existing Options.

### 1.3 How the Offers will be made

The Offers will be made on behalf of the Bidder by the Bidder's Broker through the ASX during the Offer Period.

### 1.4 Persons to whom the Offer is made

The Offer is made to all holders of ordinary shares of SMC to which the Bidder (or its Associates) are not already entitled.

### 1.5 Offer Period

The Offer Period will officially commence at the start of trading on ASX on 19 December 2017 and will finish immediately at the close of trading on the ASX on 30 March 2018, unless extended or withdrawn.

### 1.6 Acquisitions prior to official Offer Period

However, notwithstanding the Offer Period will not officially commence until 19 December 2017, and as permitted by the Corporations Act, 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 during the period commencing on 4 December 2017 and ending at close of trading on ASX on 30 March 2018, unless the offer is withdrawn.

### 1.7 Extension of Offer Period

The Bidder may, at its discretion, extend the Offer Period (subject to the Corporations Act).

### 1.8 Payment date

The usual rules for settlement of transactions which occur on market on the ASX will apply in respect of the Bidder's purchase of SMC Shares pursuant to the Offer. This means that if you accept the Offer, you will be paid on a T+2 Basis.

### 1.9 No conditions

The Offer is not subject to any conditions.

### 1.10 Brokerage and other costs

As the Offer by the Bidder is pursuant to an on-market takeover bid, Offers will be made during normal trading on ASX. SMC Shareholders may only accept the Offer through Brokers who are members of ASX. Any brokerage fees charged by such Brokers will be the sole responsibility of

accepting SMC Shareholders. Generally, no stamp duty or goods and services tax (GST) will be payable by you on the transfer of SMC Shares pursuant to the Offer (other than GST payable to your Broker in respect of brokerage fees charged to you) — see Section 8 for more general information.

#### **1.11 Withdrawal of Offer**

The Bidder may withdraw the Offer in respect of any unaccepted Offers at any time:

- with the written consent of ASIC and subject to the conditions (if any) specified in such consent; or
- where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence, the Bidder's voting power in SMC is at or below 50% (the Bidder's and its Associates' current voting power in SMC is approximately 69.148%); or
- upon the occurrence of an Insolvency Event in relation to SMC (regardless of the Bidder's voting power in SMC).

Notice of withdrawal of the Offer must be given by the Bidder to the ASX.

#### **1.12 Variation of Offer**

The Bidder may vary the Offer by increasing the Offer Price in accordance with the Corporations Act. If a SMC Shareholder has sold their SMC Shares prior to any such variation, that SMC Shareholder will not receive any benefit from the variation.

#### **1.13 Jurisdiction**

The Offer and any contract that results from a SMC Shareholder's acceptance of the Offer are governed by the laws of Queensland.

## 2. How to accept the Offer

### 2.1 How to sell your SMC Shares to the Bidder

SMC Shareholders may sell their SMC Shares to the Bidder on-market immediately by offering to sell some or all of their SMC Shares on ASX at the Offer Price on and from the start of trading on ASX on 4 December 2017 until the end of the Offer Period.

The Bidder's Broker will stand in the market to acquire on behalf of the Bidder all SMC Shares offered at the Offer Price during normal trading on ASX on and from 4 December 2017. The Bidder's on-market purchases of Target Shares will be subject to normal ASX market rules and procedures, including time and price based priorities.

**If you hold your SMC Shares in an Issuer Sponsored Holding (your SRN starts with an "I"), to sell your SMC Shares to the Bidder you will need to instruct a Broker (which may include Ord Minnett Limited, where Ord Minnett Limited is your existing Broker) to sell your SMC Shares at the Offer Price during the Offer Period.**

**If you hold your SMC Shares in a CHESS Holding (your HIN starts with an "X"), to sell your SMC Shares to the Bidder you will need to instruct your Controlling Participant (for example, your Broker) to sell your SMC Shares at the Offer Price during the Offer Period.**

**If you are a Broker or Controlling Participant, acceptances of the Offer must be initiated in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.**

You are not required to complete a form to accept the Offer.

If you have any questions in relation to how to accept this Offer, please call the Offer Information Line on +61 (7) 3214 5522 from Monday to Friday between 9:00am and 5:00pm (AEDT).

### **3. Information on the Bidder**

#### **3.1 Overview of the Bidder**

QGold Pty Ltd is an unlisted proprietary company incorporated in Australia, with its registered office located at Level 16, 333 Ann Street, Brisbane, Queensland 4000.

It currently holds Exploration Permits for minerals in Queensland. Its sole director is Christopher Wallin.

#### **3.2 Director of the Bidder**

The Bidder's sole director, Christopher Wallin, is also the founder and managing director of QCoal Pty Ltd which mines coal from the Bowen Basin, including the Sonoma Coal Mine and Drake Coal Mine. These mines produce 6 million tonnes of coking and thermal coal which is exported through the Abbot Point Coal Terminal each year. QCoal also has several other mines in either early production or development stage. One such mine, the Byerwen Coal Mine, will enter production phase next year.

Although Christopher Wallin is the sole director of QCoal Pty Ltd and sole director of the Bidder, the Bidder is not a subsidiary of QCoal Pty Ltd and QCoal Pty Ltd is not a subsidiary of the Bidder.

#### **3.3 The Bidder's Relevant Interest and Voting Power in SMC**

As at the date of this Bidder's Statement, the Bidder and its Associates had a relevant interest in 48,714,823 SMC Shares. The Bidder and its Associates' voting power in SMC was approximately 69.148% because of their relevant interest in SMC Shares.

#### **3.4 Directors' Interests in SMC**

As at the date of this Bidder's Statement, Christopher Wallin (the sole director of the Bidder) has an interest in the following SMC Shares through the following entity:

- QGold Pty Ltd (of which Christopher Wallin is the sole director) holds 48,714,823 SMC Shares, representing approximately 69.148% of the total issued SMC Shares.

#### **3.5 Relationship with the Chairman of SMC**

The Chairman of SMC, Laif McLoughlin, is married to Fiona Wallin who is the daughter of Christopher Wallin, the sole director of the Bidder.

#### **3.6 The Bidder's intentions before commencement of the Offer Period**

The Bidder intends to purchase SMC Shares on ASX from the time the Offer is announced up to the commencement of the Offer Period. Any such SMC Shares will be purchased at the Offer Price.

## 4. Information on SMC

### 4.1 Overview of SMC

SMC is an Australian based gold exploration company whose principal major gold exploration project is located at Woolgar, in Central Northern Queensland, Australia. SMC has been publicly listed on the ASX since 1981.

The Woolgar Project, which is 100% owned and managed by SMC, is located 120 kilometres north of Richmond, in Queensland. The Woolgar Project incorporates six Exploration Permits for Minerals (EPMs) covering an area of 493 km<sup>2</sup> over prospective areas within an area 31 kilometres north to south and 26 kilometres east to west, along with eight Mining Leases (MLs) over resources and infrastructure.

The Woolgar Project contains multiple resources hosted in mesothermal, epithermal and intrusion related gold systems. The Big Vein South (BVS) deposit located within the Lower Camp is a shear-hosted mesothermal vein gold system. The historic resources of the Sandy Creek epithermal vein sector are located in the east of the Woolgar Project, approximately 10 to 13 kilometres east-northeast of the main BVS resource, and encompass Lost Word, Explorer, Camp Vein and Grand Central. Lastly, Soapstar, an intrusive-related deposit, is approximately 15 kilometres northeast of BVS. The BVS resource is a mesothermal gold deposit both spatially and genetically unrelated to the historic resources.

SMC, through its subsidiary company Alpha Uranium N.L., has established a uranium exploration portfolio, which includes substantive targets within the Woolgar project area. Exploration activity for uranium is currently in hiatus due to the state-wide prohibition on the mining of uranium.

### 4.2 Directors of SMC

As at the date of this Bidder's Statement, the directors of SMC are:

- Jay Richard Stephenson
- Laif Allen McLoughlin
- Christopher Ian Wallin

### 4.3 Capital Structure of SMC

Section 6 of this Bidder's Statement contains information regarding SMC's capital structure.

### 4.4 Substantial shareholders of SMC

As at the date of this Bidder's Statement, the Bidder understands that there are no SMC Shareholders (other than the Bidder itself) which have substantial shareholdings in the issued ordinary share capital of SMC.

### 4.5 Disclaimer / Publicly available information

The information in this Section has been prepared based on a review of publicly available information concerning SMC. It has not been verified and the Bidder does not make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

Further information concerning SMC may be included in its target's statement in relation to the Offer.

Being a company listed on the ASX, SMC is subject to the periodic and continuous disclosure requirements. Accordingly, more information concerning SMC, including SMC's 2016 Annual Report, may be accessed via the ASX website ([www.asx.com.au](http://www.asx.com.au)) or SMC's website: [www.stratmin.com.au](http://www.stratmin.com.au).