

QGold Pty Ltd

ACN 149 659 950

Level 15

40 Creek Street

Brisbane QLD 4000

20 June 2014

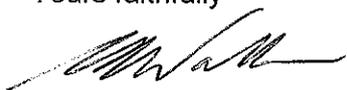
Company Announcements Office
ASX Limited

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

I refer to the on-market takeover offer (**Offer**) made by QGold Pty Ltd ACN 149 659 950 (**QGold**) for all issued ordinary shares of Strategic Minerals Corporation N.L. ACN 008 901 380 (ASX:SMC).

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth), QGold attaches a copy of its First Supplementary Bidder's Statement dated 20 June 2014, which is supplementary to the original Bidder's Statement dated 18 June 2014.

Yours faithfully



Christopher Wallin
Sole Director, QGold Pty Ltd

FIRST SUPPLEMENTARY BIDDER'S STATEMENT BY QGOLD PTY LTD ACN 149 659 950

This document is a supplementary bidder's statement under section 643 of the Corporations Act 2001 (Cth).

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by QGold Pty Ltd ACN 149 659 950 (**QGold** or the **Bidder**) in connection with QGold's on-market takeover offer (**Offer**) for all issued ordinary shares of Strategic Minerals Corporation N.L. ACN 008 901 380 (**SMC**) as contained in QGold's bidder's statement dated 18 June 2014 (**Original Bidder's Statement**) which was lodged with the ASX, SMC and ASIC on 18 June 2014.

This First Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement. This document will prevail to the extent of any inconsistency with the Original Bidder's Statement. Unless the context requires otherwise, defined terms in the Original Bidder's Statement have the same meaning where used in this First Supplementary Bidder's Statement.

This First Supplementary Bidder's Statement is dated 20 June 2014. A copy of this First Supplementary Bidder's Statement was lodged with ASIC on 20 June 2014. Neither ASIC nor any of its officers takes any responsibility for the contents of this First Supplementary Bidder's Statement.

If you are in any doubt as to how to deal with this document, you should consult your Broker or your legal, financial or other professional advisor as soon as possible.

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 +617 3214 5508 from Monday to Friday between 9:00am and 5:00pm (AEDT). Please note that calls to this number may be recorded.

Amendment to Original Bidder's Statement

The Original Bidder's Statement is amended as set out in the Schedule to this First Supplementary Bidder's Statement.

Approval of Bidder's Statement

This First Supplementary Bidder's Statement has been approved by a resolution of the sole director of the Bidder dated 20 June 2014.

Signed for and on behalf of QGold by:



Christopher Wallin

Schedule

1. Consideration for securities acquired during previous 4 months

Section 6.3 of the Original Bidder's Statement is deleted and replaced with the following.

6.3 Consideration provided for SMC securities during previous four months

Except for the acquisitions of SMC Shares by Christopher Wallin, Sylvia Bhatia, Fiona McLoughlin and Ann Wallin as trustees for the Christopher Wallin Superannuation Fund Trust as set out below, the Bidder and its Associates have not acquired SMC Shares during the period of four months ending on the day immediately before the date of the Offer.

Date	Number of SMC Shares acquired	Amount paid per security (excluding brokerage fee)	Total cost of acquiring SMC Shares (including brokerage fee)	Description of dealing
11 April 2014	1,319,784	\$0.025	\$33,176.07	On-market purchase*
15 April 2014	19,400	\$0.025	\$487.67	On-market purchase*
17 April 2014	1,412,953	\$0.026	\$36,938.83	On-market purchase*
23 April 2014	1,700,000	\$0.026	\$44,443.10	On-market purchase*
30 April 2014	4,273,194	\$0.024	\$102,556.66	Acquired under rights issue
7 May 2014	6,000	\$0.024	\$144.00	Acquired under rights issue
7 May 2014	14,000	\$0.024	\$336.00	Acquired under rights issue
7 May 2014	13,596,789	\$0.024	\$326,315.48	Acquired under rights issue
7 May 2014	54,379,855	\$0.024	\$1,305,116.52	Acquired under rights issue
13 May 2014	63,882,235	\$0.024	\$1,533,173.64	Acquired as underwriter under rights issue

* The exception to section 606 of the Corporations Act set out in item 9 of section 611 of the Corporations Act applied in respect of the acquisition of these SMC Shares by Christopher Wallin, Sylvia Bhatia, Fiona McLoughlin and Ann Wallin as trustees for the Christopher Wallin Superannuation Fund Trust.

2. Funding Arrangements

As at the date of this First Supplementary Bidder's Statement:

- Christopher Wallin has advanced \$15 million to the Bidder under the Internal Funding Arrangements (as referred to in section 7.2 of the Original Bidder's Statement) and such funds are held in a bank account in the name of the Bidder.
- Christopher Wallin holds an additional \$15 million in readily available cash funds for the sole purpose of advancing those funds to the Bidder under the Internal Funding Arrangements to enable the Bidder to:
 - satisfy the Bidder's obligations to pay the consideration required for the acquisition of SMC Shares under the Offer; and
 - meet the transaction costs associated with the Offer.

3. Consent of Christopher Wallin

The Original Bidder's Statement and this First Supplementary Bidder's Statement contains statements made by, or statements based on statements made by, Christopher Wallin. Christopher Wallin has consented to the inclusion of his name, each statement made by him and each statement based on a statement made by him in the Original Bidder's Statement and this First Supplementary Bidder's Statement, in the form and context in which those references and statements appear. Christopher Wallin has not withdrawn that consent at the date of this First Supplementary Bidder's Statement.