



**Strategic
Minerals
Corporation N.L.**

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ABN 35 008 901 380
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20 October 2015

Dear Shareholder

STRATEGIC MINERALS CORPORATION N.L. – PRO-RATA RENOUNCEABLE RIGHTS ISSUE

Strategic Minerals Corporation N.L. (ACN 008 901 380) (**Company**) is undertaking a pro rata renounceable entitlement issue of one (1) fully paid ordinary share in the capital of the Company (**Shares**) for every twenty (20) Shares on issue at the record date (**Rights Issue** or **Offer**). The price of New Shares under the Offer is \$0.021 each (**Issue Price**). For the purposes of calculating entitlements under the Offer fractions will be rounded upwards to the nearest whole number of Shares. The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 16 October 2015. The Offer is proposed to raise up to approximately \$866,432 (based on the number of Shares on issue as at the date of the Prospectus).

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5pm (WST) on 23 October 2015 (**Record Date**), whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Shares issued under the Offer (**New Shares**) will rank equally with all Shares already on issue. The Prospectus contains further information regarding the rights and liabilities attaching to the New Shares.

The Company has applied to ASX for quotation of the New Shares. If approval of this application is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any New Shares and will refund all application monies for the New Shares within the time prescribed under the Corporations Act, without interest paid to the applicants.

A copy of the Prospectus is available on ASX's and Company's website. Eligible Shareholders will be mailed a Prospectus together with an Entitlement and Acceptance Form no later than 28 October 2015. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Prospectus.

Actions required of Eligible Shareholders

There are a number of actions Eligible Shareholders may take:

- You may take up all or some of your rights to subscribe for New Shares pursuant to the Prospectus (**Entitlements**). To take up all or some of your Entitlements you will need to ensure your application money for the Entitlements you wish to take up is received by Security Transfer Registrars Pty Ltd (**Share Registry**) by no later than 5.00pm (WST) on 12 November 2015, by either completing and returning your Entitlement and Acceptance Form together with your application money or making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form.
 - You may seek to sell all or some of your Entitlements on ASX. You can seek to sell your Entitlements on ASX from 21 October 2015 until the close of market on 5 November 2015. To sell any of your Entitlements you need to contact your broker as soon as possible.
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- You may transfer all or some of your Entitlements to another person other than on ASX. To transfer all or some of your Entitlements you will either need to contact your CHESS Controlling Participant (usually your broker) and follow their instructions or complete a renunciation and transfer form (which can be obtained from Share Registry) and return it, together with the purchaser's cheque for the Entitlements they wish to take up so that it is received by the Share Registry by no later than 5.00pm (WST) on 12 November 2015.
- You may do nothing. If you choose to do nothing with your Entitlements, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

Key dates for the Offer

Event	Proposed Date
Lodgement of Prospectus with ASIC	16 October 2015
Lodgement of Prospectus & Appendix 3B with ASX	16 October 2015
Notice sent to Shareholders	20 October 2015
Ex date	21 October 2015
Rights start trading	21 October 2015
Record date for determining Entitlements	23 October 2015
Prospectus sent out to Shareholders & Company announces this has been completed	28 October 2015
Rights stop trading	5 November 2015
Securities quoted on a deferred settlement basis	6 November 2015
Closing Date*	12 November 2015
ASX notified of under subscriptions	17 November 2015
Issue date/Shares entered into Shareholders' security holdings	19 November 2015
Quotation of Shares issued under the Offer*	20 November 2015

**The Directors may extend the Closing Date by giving at least 3 Business Days notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.*

If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or Jay Stephenson, the Company Secretary, on +61 8 6141 3500.

Yours sincerely



Jay Stephenson
Company Secretary



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The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5.00PM (WST) on 12 November 2015 (**Record Date**), whose registered address is in Australia or New Zealand.

Ineligible shareholders

A Shareholder at the Record Date who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

The Company has appointed Patersons Securities Limited (**Nominee**) as nominee to sell the rights to subscribe for New Shares pursuant to the Prospectus (**Entitlements**) to which Ineligible Shareholders are entitled. The Nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale.

Any interest earned on the proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to Ineligible Shareholders.

The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the Nominee may sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

There is no guarantee that the Nominee will be able to sell Entitlements of Ineligible Shareholders on ASX and Ineligible Shareholders may receive no value for the Entitlements. Both the Company and the Nominee take no responsibility for the outcome of the sale of such Entitlements or the failure to sell such Entitlements.

If you have any queries concerning the Rights Issue, please contact your financial adviser or Jay Stephenson, the Company Secretary, on +61 8 6141 3500.

Yours sincerely

A handwritten signature in black ink, appearing to be 'J. Stephenson', written in a cursive style.

Jay Stephenson
Company Secretary