

STRATEGIC MINERALS CORPORATION NL
ACN 008 901 380

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 16 October 2015 (**Prospectus**), issued by Strategic Minerals Corporation NL (ACN 008 901 380) (**Company**).

This Supplementary Prospectus dated 27 October 2015 was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at www.stratmin.com.au.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

2. BACKGROUND

As set out in section 4.19 of the Prospectus, the Company has appointed Patersons Securities Limited to sell the Entitlements to which Ineligible Shareholders are entitled.

The Company has sought approval from the ASIC for the appointment of Patersons Securities Limited for the purpose of Section 615 of the Corporations Act. It is a condition of this approval that the nominee must sell all Entitlements of Ineligible Shareholders. Accordingly, this Supplementary Prospectus updates the disclosure in the Prospectus regarding the appointment of Patersons Securities Limited as the nominee.

3. AMENDMENT TO THE PROSPECTUS

By this Supplementary Prospectus, the following amendments are made to the Prospectus:

3.1 Replacement of Section 4.19 of Prospectus

Section 4.19 of the Prospectus is deleted and replaced with the following new Section 4.19:

4.19 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would

be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2002.

However, for the purpose of ASX Listing Rule 7.7(c) and Section 615 of the Corporations Act, the Company has appointed a nominee, Patersons Securities Limited, to sell the 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 are sold and the manner of any such sale.

The nominee will remit the net proceeds of the sale (after deducting brokerage and applicable GST) to the Company for distribution to the Ineligible Shareholders in proportion to their share of such Entitlements. If the 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. Accordingly, Ineligible Shareholders may receive no net proceeds if the costs of the sale are greater than the sale proceeds.

Neither the Company nor the nominee will be subject to any liability for failure to sell the Entitlements at a particular price.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3.2 Amendment to Section 4.14

The first paragraph in Section 4.14 of the Prospectus is amended by deleting the words "and minimum subscription is raised under the Offer" and replacing them with the words "and no other Shareholders accept their Entitlements". This amendment is required as there is no minimum subscription under the Offer.

4. PROVISION OF SUPPLEMENTARY PROSPECTUS TO SHAREHOLDERS

The Directors believe that the changes set out in this Supplementary Prospectus are not materially adverse from the point of view of an investor. As at the date of this Prospectus, no applications for Shares have been received by the Company pursuant to the Prospectus.

A copy of this Supplementary Prospectus will be available on the Company's website and will be dispatched to Eligible Shareholders together with the Prospectus in accordance with the timetable set out in the Prospectus.

5. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Wally Martin
Managing Director
For and on behalf of
Strategic Minerals Corporation NL