

## **ASX RELEASE**

**18 OCTOBER 2010**

### **Conquest obtains more than 90% of North Queensland Metals**

Conquest Mining Limited (ASX:CQT) is pleased to announce that, as a result of acceptances it has received in respect of its takeover offer for North Queensland Metals Limited (ASX:NQM), it now has a relevant interest in more than 90% of the NQM shares. As at close of business last Friday, Conquest had a relevant interest in 90.48% of the NQM shares.

Commenting on clearing the 90% hurdle, Conquest Executive Chairman Jake Klein said:

“We look forward to combining the skills and expertise of NQM with Conquest. Our near-term goals are to improve efficiency at Pajingo and to increase the level of development and exploration expenditure. We see this acquisition as an important step in building a mid-tier gold producer.”

In accordance with its stated intentions, Conquest will now proceed to compulsorily acquire all NQM shares which are not acquired under the takeover offer. Attached is a compulsory acquisition notice which has been lodged with the Australian Securities & Investments Commission. Also attached is a copy of an accompanying letter that will be sent to NQM shareholders together with the compulsory acquisition notice.

Conquest's takeover offer will close at 7.00pm (Sydney time) on Friday 22 October 2010. Any NQM shareholders who do not validly accept the takeover offer before it closes will have their shares compulsorily acquired.

#### **For more information:**

Jake Klein  
Executive Chairman  
Conquest Mining Limited  
(02) 8383 2100

Michael Vaughan  
FD Third Person  
0422 602 720  
(02) 8298 6100

Sarah Browne  
FD Third Person  
0439 841 395  
(08) 9386 1233

#### **About Conquest**

Conquest is an Australian based and listed mining company with a focus on activities in north Queensland. The company has a 100% interest in the Mt Carlton gold-silver-copper project, near Townsville, that is being advanced towards development. Optimisation studies and a review of the proposed process flowsheet are underway and a development decision is expected in the December quarter of 2010.

Conquest is a growth-oriented company that has the focus and ability to deliver a growth plan to achieve mid-tier market status and to take advantage of the benefits available to a company of this status. Conquest will seek to deliver this growth through successful development of its Mt Carlton project and by acting on consolidation opportunities in the relatively fragmented and poorly funded junior market sector.



18 October 2010

<Name & Address 1>

<Name & Address 2>

<Name & Address 3>

<Name & Address 4>

<Name & Address 5>

<Name & Address 6>

**IF YOU HAVE ALREADY ACCEPTED CONQUEST'S OFFER FOR YOUR SHARES IN NORTH QUEENSLAND METALS LIMITED, PLEASE IGNORE THIS LETTER AND THE ACCOMPANYING DOCUMENT(S)**

Dear North Queensland Metals Shareholder,

**COMPULSORY ACQUISITION OF YOUR SHARES IN NORTH QUEENSLAND METALS LIMITED**

As you are aware, Conquest Mining Limited (ACN 009 232 277) ("**Conquest**") has offered to acquire all of your shares in North Queensland Metals Limited (ACN 115 279 653) ("**NQM**") under an off-market takeover offer ("**Conquest's Offer**"). Conquest's Offer is 0.5 Conquest shares and \$0.15 cash for each NQM share. Conquest's takeover offer will close at 7.00pm (Sydney time) on Friday 22 October 2010. You may accept the Offer at any time prior to its close.

On 18 October 2010, Conquest announced that it had acquired a relevant interest in more than 90% of the NQM shares, as a result of acceptances received under Conquest's Offer, and that it would proceed to compulsorily acquire the remaining NQM shares. If you do not validly accept Conquest's Offer prior to its close, your NQM shares will be compulsorily acquired and you will receive payment for your NQM shares later than if you had accepted Conquest's Offer.

Enclosed is an ASIC Form 6021 which is a formal notice of compulsory acquisition under the *Corporations Act 2001* (Cth). Please read this form carefully.

Under the compulsory acquisition procedure, you will be entitled to receive 0.5 Conquest shares and \$0.15 cash for every NQM share you hold, subject to the treatment of Ineligible Foreign Shareholders and Unmarketable Parcel Shareholders and also subject to the effects of rounding (see Conquest's replacement bidder's statement dated 29 June 2010, as supplemented).

Completion of the compulsory acquisition of your NQM shares is likely to occur approximately 4-6 weeks after the date of this letter (or later in some circumstances). NQM will then send you a letter seeking your instructions on how to deal with the consideration payable to you for your NQM shares.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "J. Klein".

**Jake Klein**, Executive Chairman

**Signed** on behalf of Conquest Mining Limited

# Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

## Lodgement details

### Who should ASIC contact if there is a query about this form?

Name

Aaron Colleran

ASIC registered agent number (if applicable)

Company/entity name

Conquest Mining Limited

ACN/ABN/ARBN/ARSN

ACN 009 232 277

Telephone number

+61 2 8383 2106

Postal address

PO Box 260 Bondi Junction NSW 1355

Email address (optional)

## Notice

Name and address of holder.

### To:

Name

The person whose name and address details are set out in the accompanying letter

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company or body

### Securities of:

Name ('the Company')

North Queensland Metals Limited

ACN/ARBN/ARSN

ACN 115 279 653

## Continued... Notice

Tick one box

Name of bidder.

Insert description of class of securities to which the bid related


Tick one box

Insert date offers closed or are scheduled to close

Tick one box

1.	Under an <input checked="" type="checkbox"/> Off Market Bid <input type="checkbox"/> Market Bid offers were made by <div>Conquest Mining Limited (ACN 009 232 277)</div> in respect of the acquisition of <div>ordinary shares</div> In the Company. The offers <input type="checkbox"/> closed <input checked="" type="checkbox"/> are scheduled to close on Date <div><div>2</div><div>2</div><div>/</div><div>1</div><div>0</div><div>/</div><div>1</div><div>0</div><div>[D]</div><div>[D]</div><div>[M]</div><div>[M]</div><div>[Y]</div><div>[Y]</div></div>
2.	You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
3.	The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.
4.	Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
5.	Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
6.	The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before <input checked="" type="checkbox"/> this notice was given. <input type="checkbox"/> the end of the offer period.
7.	Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 6 of this notice.

## Signature

Name of person signing	<div>Aaron Colleran</div>
Capacity	<div>Company Secretary</div>
Signature	<div></div>
Date signed	<div><div>1</div><div>8</div><div>/</div><div>1</div><div>0</div><div>/</div><div>1</div><div>0</div><div>[D]</div><div>[D]</div><div>[M]</div><div>[M]</div><div>[Y]</div><div>[Y]</div></div>

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## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre  
(see [www.asic.gov.au/servicecentres](http://www.asic.gov.au/servicecentres))

## For help or more information

Telephone 1300 300 630  
Email [info@asic.gov.au](mailto:info@asic.gov.au)  
Web [www.asic.gov.au](http://www.asic.gov.au)