



**Australian Government**

**Takeovers Panel**

# MEDIA RELEASE

---

**No: 44/2010**

**Wednesday, 11 August 2010**

## **North Queensland Metals Limited 02 - Panel Accepts Undertaking and Declines to Make a Declaration of Unacceptable Circumstances**

An application dated 23 July 2010 was made by Conquest Mining Limited in relation to the affairs of North Queensland Metals Limited (see [TP10/40](#)).

In its application, Conquest sought a declaration of unacceptable circumstances in relation to disclosure in North Queensland's target statement dated 20 July 2010. The target's statement was issued in response to Conquest's takeover bid. The Panel identified deficiencies in the target's statement including:

- the presentation of offer premia
- the use of the term "Non-conflicted Directors" when referring to Mr Neville Thomas and Mr Michael Tilley implying that Mr Don Walker was conflicted
- failure to afford Mr Walker's recommendation sufficient prominence in the target's statement compared with the recommendation of Mr Thomas and Mr Tilley
- reliance on forecast financial information to support past performance and the statement that NQM's operations are "performing strongly"
- the forecast financial information included in the target's statement was said to have been approved by all NQM directors when it had not been and
- failure to make it clear that the majority of NQM's reserves and resources are at Twin Hills, which remains subject to a feasibility study.

North Queensland has provided a draft supplementary target's statement to the Panel to address the deficiencies. The Panel is satisfied with the corrective disclosure.

North Queensland has undertaken to lodge the supplementary target's statement with ASIC and release it to ASX as soon as practicable and to despatch it to North Queensland shareholders by no later than Monday, 16 August 2010 (see annexure).

The Panel is satisfied with the undertaking and for this reason has declined to make a declaration of unacceptable circumstances.

The sitting Panel was Michael Ashforth (sitting President), Peter Day and Francesca Lee. The Panel will publish its reasons for the decision in due course on its website [www.takeovers.gov.au](http://www.takeovers.gov.au).

Allan Bulman  
Director, Takeovers Panel  
Level 10, 63 Exhibition Street  
Melbourne VIC 3000  
Ph: +61 3 9655 3597  
[allan.bulman@takeovers.gov.au](mailto:allan.bulman@takeovers.gov.au)



**Australian Government**

**Takeovers Panel**

## Annexure

### **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ACT (CTH) SECTION 201A UNDERTAKING**

#### **NORTH QUEENSLAND METALS LIMITED 02**

Pursuant to section 201A of the *Australian Securities and Investments Commission Act 2001* (Cth), North Queensland Metals Limited undertakes to the Panel that, in respect of the target's statement dated 20 July 2010 in response to the off-market takeover bid by Conquest Mining Limited, it will:

1. prepare a supplementary target's statement, in a form and content approved by the Panel, and lodge it with ASIC and release it to ASX as soon as practicable and despatch it to shareholders by no later than Monday, 16 August 2010 and
2. confirm in writing to the Panel when it has satisfied its obligations under this undertaking.

---

**Signed by Kylie Anderson  
with the authority, and on behalf, of  
North Queensland Metals Limited  
Dated 11 August 2010**