



**ASIC**  
Australian Securities &  
Investments Commission

<b>Committee</b>	Parliamentary Joint Committee on Corporations and Financial Services
<b>Inquiry</b>	Oversight of ASIC, the Takeovers Panel and the Corporations Legislation
<b>Question No.</b>	034
<b>Topic</b>	Ms Oma – Strategic Minerals
<b>Reference</b>	Written, 27 June 2023
<b>Committee member</b>	Louise PRATT

## Question

Ms Oma sought via a Request for Information in September 2021 to the Queensland DER, release of the confidential attachments to SMC NL's MLA 100236 concerning financial and technical capability and commitments and other supporting documents.

4 pages were released in August 2023, following objections by SMC PL /QGold (attached).

These additional documents provide crucial new evidence which has never been released to the market:

- Letter from SMC NL Chief Financial Officer to QDER, dated 16 Dec 2019. "Financial Capability Statement: In my capacity as CFO, I confirm that Strategic can access the required funding to successfully complete the proposed activities on the MLA. The MLA is required to secure the necessary ground required to construct essential infrastructure for the project including the processing plant and tailings/co disposal structures. As such the grant of the MLA is essential to the future of the Woolgar Gold project"
- Letter from SMC NL Executive chairman to QDER, dated 16 Dec 2019. "Technical Capability Statement: Ongoing exploration and feasibility work for the project has identified the need to secure additional ground immediately south of existing ML 90238 (ie MLA 100236) to locate essential infrastructure for the project including the processing plant and associated structures and buildings. The Southern Star MLA (ie MLA 100236) has been applied for to facilitate this essential project infrastructure."
- Email from Hetherington's (land title agents for SMC NL) to QDER, dated 16 June 2020. "On behalf of Strategic Minerals Corporation NL, I confirm that the applicant is willing to accept a reduced initial term of 21 years for MLA 100236. Based on our earlier discussions, I understand that you (ie QDER) are satisfied with the level of supporting information provided by the Applicant to date, and are prepared to recommend an initial 21 year term".

## Questions on Notice

1. Has ASIC seen the attached documents before?
2. Does ASIC agree that the content of these documents indicate likely or possible breaches of statutes administered by ASIC, as detailed in Ms Oma's ROM, including but not limited to lack of significant material disclosure by SMC NL and QGold PL, breach of Directors' duties, deceptive and misleading statements in SMC NL's public documents released during 2020?
3. If these documents had been available to be submitted as evidence attached to Ms Oma's ROM, would ASIC have likely formed a different view and undertaking an investigation of the ROM with a view to possible enforcement action? If not, why not?
4. In the context of ASIC's response to Q No. 017, (ASIC's role in control proposals, page 2, reference spoken, 27 August 2021, Hansard page 34) "Rather ASIC is concerned to ensure that investors receive information to enable them to make an informed decision, have an equal opportunity to participate in a control proposal if they wish to do so and that control proposals are made in an efficient and competitive market"

Does ASIC agree that this has not occurred in relation to QGold's compulsory acquisition of minority shareholders' shares?

5. In the light of the above, will ASIC undertake a full investigation of the matters contained in Ms Oma's ROM with a view to undertaking enforcement action?
6. In relation to ASIC's response to Q4 Q No. 020 being a statement which avoids answering the question (reference written, 19 December 2022), and in the context of the documents released under RFI (attached), is ASIC willing to change its response and answer the question?

#### **Answer**

1. ASIC received the attached documents with [Question on Notice 022, 27 February 2023](#), and assessed these documents in the context of Ms Oma's Report of Misconduct (ROM) at the time of receipt.
2. See response to [question 3 of Question on Notice 022, 27 February 2023](#).
3. See response to [question 3 of Question on Notice 022, 27 February 2023](#).
4. See response to [question 4 of Question on Notice 022, 27 February 2023](#).
5. No. See response to [question 3 of Question on Notice 022, 27 February 2023](#).
6. ASIC notes the substance of the matter was disclosed to market. See response to [question 4 of Question on Notice 020, 19 December 2022](#).

ASIC is unable to provide a definitive response as to the view of a reasonable person regarding SMC's likely intentions and whether the information would be required to be disclosed to market in accordance with the ASX Listing Rules and the Corporations Act. This would require ASIC to speculate on matters that are unknown to ASIC.

ASIC has considered the additional documents and its position on the matter remains unchanged. ASIC does not intend to reopen the matter. See response to [Question on Notice 020.1, 26 November 2021](#).