



23rd April 2009
ASX RELEASE

Outback increases the bid for Queensland Ores Limited, extends the bid and waives the Minimum Acceptance Condition

Outback Metals Limited (ASX: OUM) is pleased to announce that OUM is today increasing the bid for Queensland Ores Limited (ASX: QOL).

In addition OUM advises that we are waiving the Minimum Acceptance Condition as set out in Section 16 of OUM's Bidders Statement dated 13th March 2009 and OUM advises it is extending its bid to 5.00pm (Sydney time) on 14th May 2009.

Revised Offer Consideration:

As set out under Section 15.2(b) of OUM's Bidder Statement OUM originally offered 1 OUM share for every 4.79 QOL shares. OUM today announces that it has increased the offer consideration in its bid for QOL to:

1 OUM share for every 4 QOL shares. As a result QOL shareholders accepting OUM's offer will receive 16.49% more OUM shares than was the case under OUM's original offer.

OUM's offer now values QOL at approximately \$3.86 million and represents a premium of approximately:

- ✓ **17% over QOL's share price and**
- ✓ **28% over the value of Metallica Minerals Limited ("ASX – MLM") bid**

based on the closing prices of OUM (7 cents), QOL (1.5 cents) and Metallica (30 cents) on 22 April 2009.

OUM notes that as the share prices of OUM, QOL and MLM move on a daily basis, the apparent premium of OUM's bid over the bid of MLM may change. On any given day either the OUM or MLM bid may be at an apparent premium to the other.

OUM recommends that if QOL shareholders are uncertain of how to proceed in respect of the bids for their shares by OUM or MLM or the relative worth of each bid that they seek independent financial advice.

Previous Acceptances

QOL shareholders who have already accepted OUM's offer will, following the close of OUM's offer and all conditions in it having been satisfied or waived, receive the higher consideration OUM is now offering and need not reaccept OUM's offer.

Minimum Acceptance Conditions

OUM advises that it is waiving the minimum acceptance conditions set out in Section 16 of its Bidder's Statement dated 13 March 2009. OUM's offer is therefore no longer subject to OUM and its associates having a relevant interest in at least 90% (by number) of QOL shares at the date of the close of its offer or OUM and its associates having acquired at least 75% (by number) of the QOL shares subject to the offer (whether the acquisitions occurred pursuant to the offer or otherwise).

The remaining conditions in OUM's offer still remain to be satisfied or waived by OUM. If those remaining conditions are satisfied or waived by OUM, OUM will therefore acquire all QOL shares for which it receives acceptances. OUM will make an announcement regarding the status of its offer conditions on 7 May 2009.

Supplementary Bidder's Statement

OUM will shortly issue a supplementary Bidder's Statement in respect of its revised offer for QOL shares. This will be forwarded to QOL shareholders shortly.

Comment

OUM recommends that if QOL shareholders are uncertain of how to proceed in respect of the bids for their shares, by OUM or MLM, or the relative worth of each bid that they should seek independent financial advice.

In commenting on the announcement, Outback Metals' CEO, Chris Jordinson said,

“We would encourage shareholders of Queensland Ores to seriously consider the merits of OUM's revised offer and take the opportunity to accept the offer on the favourable terms as set out in today's announcement.”

For further information, please contact:**Chris Jordinson**

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About Outback Metals Limited

Outback Metals holds 7 granted exploration tenements totaling over 1,600km² and 10 applications for exploration licences for over 2,000km². The company also has 40 mining leases and mining claims, where previous miners have mined and produced saleable metal in the form of concentrate. Its primary target is tin with secondary targets including gold, uranium and copper.

Outback Metals' objective is to reach production by 2010 from two advanced projects, Mt Wells and Maranboy, both with a history of small scale mining over many years. These projects have excellent access to infrastructure including bitumen and all weather roads, rail, power, water and gas.

The immediate priorities are to commence drilling with a view to estimating resources at both projects and to commence a scoping and final feasibility study.

For more information please visit the website at: www.outbackmetals.com

Outback Metals Limited ACN 126 797 573

Company notice – subsection 650D(1) Corporations Act 2001

Notice of variation – increase in the consideration offered

To: **Australian Securities and Investments Commission (ASIC)**
Queensland Ores Limited (QOL); and
Each person to whom offers were made under the takeover bid referred to in this notice

Outback Metals Limited (**OUM**) gives notice under subsection 650D(1) of the Corporations Act 2001 (**Act**) that:

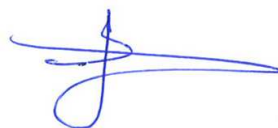
1. it hereby varies its takeover bid for all of the ordinary shares in QOL which is contained in its Bidder's Statement dated 13 March 2009 (**Bidder's Statement**) to improve the consideration offered to QOL shareholders (**Shareholders**) by increasing the offer consideration to 1 OUM share for every 4 QOL share.
2. OUM gives notice that all references to "4.79 QOL shares" in the Bidder's Statement are taken to be deleted and replaced with "4 QOL shares".

Dated 23 April 2009

Signed for and on behalf of OUM pursuant to a resolution passed by the directors of OUM.



Director



Director

A copy of this notice was lodged with ASIC on 23 April 2009. ASIC takes no responsibility for the contents of this notice.

Outback Metals Limited ACN 126 797 573

Company notice – subsection 650D(1) Corporations Act 2001

Notice of variation – extension of offer period

To: **Australian Securities and Investments Commission (ASIC)**
Queensland Ores Limited (QOL); and
Each person to whom offers were made under the takeover bid referred to in this notice

Outback Metals Limited (**OUM**) gives notice under subsection 650D(1) of the Corporations Act 2001 (**Act**) that:

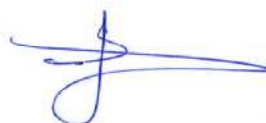
1. It hereby varies its takeover bid for all of the ordinary shares of Queensland Ores Limited (**QOL**) which is contained in the Bidder's Statement dated 13 March 2009 (**Bidder's Statement**) by extending the period during which the offer will remain open so that the offer will now close on 14 May 2009.
2. The offer is hereby varied by extending the closing date of the offer referred to in the Bidder's Statement by replacing all references to "5.00pm (Sydney time) on Friday 17 April 2009" with "5.00pm (Sydney time) 14 May 2009".

Dated 23 April 2009

Signed for and on behalf of OUM pursuant to a resolution passed by the directors of OUM.



Director



Director

A copy of this notice was lodged with ASIC on 23 April 2009. ASIC takes no responsibility for the contents of this notice.

Notice under section 650F of the Corporations Act 2001 (Cth)

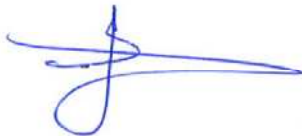
**Outback Metals Limited off-market takeover bid for the ordinary shares of
Queensland Ores Limited ACN 108 146 694**

Outback Metals Limited (**Outback**) hereby gives notice under section 650F of the Corporations Act declaring that:

- (a) its offer dated 13 March 2009 for ordinary shares in Queensland Ores Limited, as set out in its Bidder's Statement dated 13 March 2009 (**Bidder's Statement**), is free from the minimum acceptance conditions which are set out in section 16 of the Bidder's Statement such that the offer is no longer subject to OUM and its associates having a relevant interest in at least 90% (by number) of QOL shares at the date of close of its offer or OUM and its associates having acquired at least 75% (by number) of the QOL shares subject to the offer (whether the acquisition occurred pursuant to the offer or otherwise); and
- (b) Outback's voting power in Queensland Ores Limited as at the issue of this Notice is 10.43%.

Dated 23 April 2009

Signed for and on behalf of Outback Metals Limited



Director

For personal use only