QUEENSLAND ORES LTD

The Manager
ASX Ltd
Level 5
Riverside Centre
123 Eagle Street
BRISBANE QLD 4000

13 June 2008

Share Purchase Plan

The Directors of **Queensland Ores Limited** ACN 108 146 694 (**the Company**) (**ASX Code: QOL)** are pleased to announce that the Company plans to invite shareholders to participate in a share purchase plan (**Plan**).

The Plan will involve the offer of a maximum of 25 million new shares at an issue price of $0.12 representing a discount of 24% to the average market price over the last five days of trading of the shares of the Company on the ASX prior to the date of the announcement of the Plan. As the proposed price is less than 80% of the average market price in the five days leading up to the announcement of the SPP, the Plan is subject to the approval of shareholders at the EGM to be held on 19 June 2008. Notices for this meeting were sent to you on 19 May 2008.

Shareholders registered on the Company's share register at 7.00pm on the Record Date of the Plan will be entitled to take up, at their election, either:

- $2,000; or
- $5,000

of new shares at the issue price of 12 cents per share.

Proceeds of the Plan are planned to be expended on contributing to the Company's Wolfram Camp Tungsten & Molybdenum Project plus meeting the costs of the Plan and working capital. A summary of these projects is set out below.

All of the Directors of the Company intend taking up their entitlement in the Plan.

The Plan documentation including full terms and conditions of the Plan will be dispatched to shareholders on 17 June 2008.

The key dates for the Plan are as follows:

Record Date of the Plan	Thursday	12 June 2008
Opening Date of the Plan	Friday	20 June 2008
Closing Date of the Plan	Thursday	17 July 2008
Issue and Allotment of new shares under the Plan	Monday	21 July 2008

About Queensland Ores

Queensland Ores Limited is an ASX-listed resources company focusing on developing quality resource projects in Queensland (ASX Code: QOL).

The Company’s asset portfolio includes advanced speciality metals projects such as molybdenite and wolframite and copper/gold.

Queensland Ores’ two key projects are the Wolfram Camp Project, developing one of Australia’s richest tungsten and molybdenum deposits 90 km west of Cairns; and the Mount Cannindah Copper Project, advancing the areas surrounding and including the former Mount Cannindah Mine, located about 100km south of Gladstone.

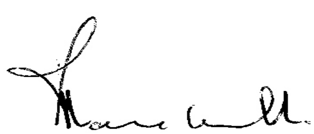
For further information:

Mr Taff Greenwood
Managing Director
Queensland Ores
Tel: 07 3230 2000

Mr Garry Gill
Company Secretary
Queensland Ores
Tel: 07 3230 2000

Media:

Anna O’Gorman
Principal Consultant
Three Plus
Tel: 07 3503 5700



Roger Marshall OBE
Chairman
Queensland Ores Limited

QUEENSLAND ORES LTD

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

13 June 2008

Highlights:

- Offer to existing QOL shareholders to participate in a Share Purchase Plan (Plan)
- The Plan will raise a maximum of $3,000,000
- Shareholders can, at their election, take up
  - $2,000; or
  - $5,000

  of new shares under the Plan, at 12 cents per share
- The Plan is **not** underwritten

Dear Shareholder

On behalf of the Board of Directors of Queensland Ores Limited (**QOL**), I would like to invite you to participate in QOL's Share Purchase Plan (**Plan**).

Summary of the Plan

The Plan provides shareholders on the Company's register at the record date with an opportunity to subscribe for either $2,000 or $5,000 in new shares at 12 cents per share in QOL at an attractive discount to the market price in the period prior to the date of this Plan. The Board has structured the Plan to encourage our loyal, smaller shareholders to apply and increase their participation in QOL.

It is only shareholders of QOL registered as at 7:00pm on 12 June 2008 who are afforded the opportunity to participate in the Plan. Shareholders not registered as at this date will not receive an offer under the Plan. The rights of shareholders eligible to participate under this plan are not transferable.

The Company proposes a maximum raising of $3,000,000 under the Plan, comprising the issue of some 25,000,000 new shares. The Plan is not underwritten.

The funds raised will be used to contribute to the Company's working capital and meeting the costs of the plan. The Company intends to utilise some or all of these funds to contribute to the Company's Wolfram Camp Tungsten and Molybdenum Project in North Queensland.

Terms of the Plan

The terms and conditions of the Plan are outlined in the enclosed document. By making an application to purchase shares under the Plan, you will have agreed to be bound by those terms and conditions.

The right to participate in this offer under the Plan is available exclusively to persons who are registered as holders of fully paid ordinary shares in QOL at 7:00pm on the record date of 12 June 2008 and whose registered address was in Australia or in any other jurisdiction in which it is lawful for QOL to offer shares under the Plan.

Eligible shareholders are entitled to apply for a ***maximum*** of $5,000 of new shares, at 12 cents per new share, under the Plan.

You may apply only for shares in one of the following amounts:

- $2,000; or
- $5,000.

The Subscription Price will be twelve cents ($0.12) per share which represents a discount to the average closing price over the five days of trading of QOL's shares on the ASX prior to the announcement of the Plan. The price is the same as paid by the professional and sophisticated investors who participated in the Company's recent share placement.

Despite the above, the maximum raising under the SPP is $3,000,000. In the event that applications exceed 25 million shares, all applications will be reduced pro rata so that not more than $3,000,000 is raised.

Participation in the Plan is entirely at your discretion but the Plan is non-renounceable which means you cannot transfer your right to purchase shares under the Plan to anyone else.

As the proposed price is less than 80% of the average market price in the five days leading up to the announcement of the SPP, the Plan is subject to the approval of shareholders at the EGM to be held on 19 June 2008. On the basis of the issue price of shares under the Plan, the Directors highly recommend the Plan to shareholders.

The application period will close at 7 pm on 17 July 2008. Therefore, if you wish to apply for any shares under the Plan, you should follow the instructions outlined in the Application Form accompanying this letter so payment is received at our Share Registry by that date.

It is proposed that the following timetable apply in respect of the Plan:

Record Date of the Plan	12 June 2008
Opening Date of the Plan	20 June 2008
Closing Date of the Plan	17 July 2008
Issue and Allotment of new shares under the Plan	21 July 2008

The above timetable is indicative only. QOL reserves the right to vary any of the key dates above, including the closing date of the Plan and the Issue Date, without further notice.

The Company reserves the right to place any shortfall under the Plan, subject to the *Corporations Act 2001 (Cwlth)* and the Listing Rules. The Company reserves the right to pay a fee of up to 5% of the amount placed, which fee may be paid (at the election of the placees) in cash or by the issue of new shares at an issue price of 12 cents each.

I look forward to you participating in QOL's Share Purchase Plan. On behalf of the Board of Directors of QOL, I commend this investment to you.

Yours sincerely

Roger Marshall OBE
Chairman

Queensland Ores Limited ACN 108 146 694
Level 3, 201 Leichhardt Street, Spring Hill Q 4000 / PO Box 1078, Spring Hill Q 4004
T 61 7 3230 2000 **F** 61 7 3831 7663

Queensland Ores Limited ACN 108 146 694 (QOL)

TERMS & CONDITIONS OF SHARE PURCHASE PLAN

1. DEFINITIONS

1.1 In this Plan, unless the context otherwise indicates:

Application Form means the application form separately distributed in relation to these Terms and Conditions;

Application Amount means the total amount payable by an Eligible Shareholder who applies for Shares under the Plan based on the Subscription Price for the total number of Shares applied for by that Eligible Shareholder;

ASX means the Australian Stock Exchange Limited;

Board means the board of directors of QOL;

Eligible Shareholders means those Shareholders who satisfy the conditions set out in clause 2.1;

QOL means Queensland Ores Limited ACN 108 146 694 ;

"**Listing Rules**" means the official listing rules of the ASX (as amended from time to time);

"**Market Price**" has the same meaning as defined in the Listing Rules;

"Maximum Subscription Level" means the maximum number of Shares that may be issued under this Plan, being 25,000,000 fully paid ordinary shares for a total subscription price of $3,000,000;

Offer means a non-renounceable offer of $2,000 or $5,000 of ordinary fully paid shares in QOL (at the Subscription Price) to Eligible Shareholders under the Plan to a maximum of the Maximum Subscription Level;

Plan means the Queensland Ores Limited Share Purchase Plan approved by the Board;

Record Date means 7:00pm on 12 June 2008;

Shareholders" means those persons or entities that hold ordinary shares in the issued capital of QOL;

Shares means up to a maximum of 25,000,000 new ordinary shares in QOL to be issued pursuant to the Plan;

Shortfall means any Shares not taken up by Eligible Shareholders under the Plan;

Subscription Price mans the subscription price of the Shares being $twelve cents ($0.12) per Share; and

Terms and Conditions means the terms and conditions set out herein.

2. ELIGIBILITY TO PARTICIPATE

2.1 Those shareholders of QOL that will be eligible to apply for Shares under the Plan must:

(a) be recorded in QOL's register of shareholders at 7:00pm on the Record Date; and

(b) have an address in a jurisdiction in which it is lawful and practical for QOL to issue the Shares (in the reasonable opinion of the Board).

2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.

3. **TERMS OF THE OFFER**

3.1 The Offer will be open on 20 June 2008 (Opening Date) until, subject to the discretion of the Board, 5.00 pm on 17 July 2008 (**Closing Date**).

3.2 The Board reserves the right to close the Offer at any time prior to the Closing Date and/or extend the Closing Date without further notification.

3.3 In response to the Offer, Eligible Shareholders wishing to apply for Shares under the Plan, may either:

(a) apply for 16,667 shares for $2,000; OR

(b) apply for 41,667 shares, subject to clause 5.4.

3.4 All Offers for Shares under the Plan are non-renounceable.

3.5 Participation in the Plan by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.

3.6 Despite anything else in these Terms and Conditions, the maximum number of Shares that may be issued under the Plan is the Maximum Subscription Level.

3.7 As the proposed price is less than 80% of the average market price in the five days leading up to the announcement of the SPP, the Plan is subject to the approval of shareholders at the EGM to be held on 19 June 2008.

4. **APPLICATIONS FOR SHARES**

4.1 Eligible Shareholders wishing to apply for Shares under the Plan must:

(a) complete the Application Form;

(b) pay for the Shares in the manner specified on the Application Form; and

(c) forward the completed Application Form and payment for the Application Amount to QOL's Share Registrar at the addresses specified on the Application Form, to reach such addresses by no later than 7 pm on the Closing Date.

4.2 All application monies will be deposited into an account and any application monies received in respect any applications rejected by the Board under clause 4.3 shall be refunded by QOL without interest.

4.3 The Board reserves the right to reject any application for Shares (in whole or in part) including (without limitation) if:

(a) an Application Form is not correctly completed; or

(b) the applicant is not an Eligible Shareholder; or

(c) the issue of those Shares would contravene any law or the Listing Rules; or

(d) the exact payment for the Shares applied for is not received; or

(e) to accept the application in full would have the effect of exceeding the maximum offer of Shares under the Plan, being the Maximum Subscription Level; or

(f) it believes the issue of those shares may result in a person receiving shares with an application price totalling more than $5,000 in any consecutive 12 month period under the Plan (or any arrangement similar to the Plan); or

(g) if the applicant has not otherwise complied with the terms of the Plan.

4.4 The Board reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the Plan, including without limitation in the event that the Plan is oversubscribed.

4.5 If there is a consolidation or re-organisation of the issued share capital of QOL prior to the Closing Date, the maximum number of Shares to be issued pursuant to and in accordance with the Plan shall be consolidated in the same ratio as the issued capital of QOL.

5. ISSUE OF SHARES

5.1 QOL intends to issue the Shares under the Plan on or about 21 July 2008 (**Issue Date**). QOL reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clause 3.2.

5.2 In respect of application monies received from an Eligible Shareholder, QOL will, prior to the Issue Date, determine the maximum number of Shares rounded up to the nearest whole number which may be acquired by any Eligible Shareholder.

5.3 The allocation of Shares will be determined by the Board at its sole discretion.

5.4 In the event that the Offer under the Plan is not fully subscribed, the Board of QOL reserves its right to issue Shares in excess of the maximum $5,000 worth of Shares specified in clause 3.3(b) ("Additional Issue"), to any person (whether or not such person is an Eligible Shareholder) so long as:

(a) the Additional Issue satisfies section 708 of the *Corporations Act 2001 (Cth)*; and

(b) any approval of Shareholders to the Additional Issue which is required under the Listing Rules or the *Corporations Act* is obtained.

5.5 QOL will apply to ASX for quotation of the Shares issued under the Plan and the Additional Issue (if any) within the period prescribed the Listing Rules.

6. SUBSCRIPTION PRICE

6.1 The Subscription Price of the Shares will be 12 cents per share.

6.2 The Shares are a speculative investment and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the Shares may exceed the Market Price of the Shares at the Issue Date. The Company does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in the Company will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the Plan.

6.3 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, Shares under the Plan.

6.4 The Company may pay brokerage and other commissions in respect of any subscriptions procured in respect of the Shortfall, as determined by the Board in its discretion.

7. NON-RESIDENTS

7.1 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or the Company) to enable them to apply for Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for Shares. The return of a completed application form from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that the Company may legally offer the Shares to that Eligible Shareholder.

8. **GENERAL**

8.1 The Board may change or terminate the Plan at any time prior to the Issue Date. In the event that the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the Plan, or the non-receipt of any such notice, will not invalidate the change or termination.

8.2 If the Plan is withdrawn, all application money will be refunded. No interest will be paid on any refunded application money.

8.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the Plan if the Board believes that the allotment of those Shares would contravene any of the Listing Rules. In any such case, excess application monies will be returned to the relevant applicant(s). No interest will be paid on application monies so returned.

8.4 QOL may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any applicant or application of shares. The decision of QOL will be conclusive and binding on all persons to whom the determination relates.

8.5 QOL reserves the right to waive compliance with any provision of the Plan terms and conditions.

Queensland Ores Limited
ABN 35 108 146 694

Share Purchase Plan - Application Form

Record Date:	12 June 2008
Close Date:	17 July 2008
Issue Price	$0.12

<ADDRESS1>
<ADDRESS2>
<ADDRESS3>
<ADDRESS4>
<ADDRESS5>
<ADDRESS6>

BARCODE
SRN/HIN

A Offer Choice

Indicate your choice below by marking one box only

☐ **Offer A**
16,667 shares
A$2,000.00

☐ **Offer B**
41,667 shares
A$5,000.00

B Payment Details

Payment may only be made by cheque. Cash will not be accepted via the mail or at the Queensland Ores Limited Share Registry. Payments cannot be made at any bank.

Record cheque details below

Drawer	Cheque Number	BSB Number	Account No.	Amount A$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to **Queensland Ores Limited and crossed Not Negotiable.**
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

C Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

D Declarations and Acknowledgments

By lodging this form with your cheque you acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the Queensland Ores Limited Share Purchase Plan (SPP). Queensland Ores Limited may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application of shares. The decision of Queensland Ores Limited will be conclusive and binding on all persons to whom the determination relates. Queensland Ores Limited reserves the right to waive compliance with any provision of the SPP terms and conditions. The Directors reserve the right to withdraw the offer of shares under the SPP, or reduce the amount of shares that may be subscribed for under the SPP in any manner, at any time prior to allotment. Any excess application moneys will be refunded. No interest will be paid on any refunded application money.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

Application Forms and cheques must be received no later than 5.00 pm (Brisbane time) on Thursday 17 July 2008 at:

MAILING ADDRESS
Registries Limited
PO Box R67
Royal Exchange
SYDNEY NSW 1223

DELIVERY ADDRESS
Registries Limited
Level 2
28 Margaret Street
SYDNEY NSW 2000

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.