



NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

Time and Date of Meeting: 11.00 am (Perth time)
on Thursday, 28 November 2019

Place of Meeting: Strike Resources Limited
Level 2
23 Ventnor Avenue
West Perth, Western Australia

IMPORTANT NOTICE

It is recommended that shareholders read this Notice of Annual General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the Annual General Meeting will vote open proxies received in favour of Resolution 1 (Re-election of Director), Advisory, Non-Binding Resolution 2 (Adoption of Remuneration Report) and Special Resolution 3 (Approval of 10% Placement Capacity) considered at the Annual General Meeting.

This Notice of Annual General Meeting and Explanatory Statement is dated 21 October 2019.



ASX Code: SRK

STRIKE RESOURCES LIMITED
A.B.N. 94 088 488 724

PRINCIPAL & REGISTERED OFFICE:

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting (**AGM**) of shareholders of Strike Resources Limited A.B.N. 94 088 488 724 (**Strike** or **SRK** or **Company**) will be held at Strike Resources Limited, Level 2, 23 Ventnor Avenue, West Perth, Western Australia, at 11.00 am (Perth time) on Thursday, 28 November 2019.

AGENDA

ORDINARY BUSINESS

1. 2019 Annual Report

To consider and receive the Directors' Report, Financial Report and Audit Report of the Company for the financial year ended 30 June 2019.

The 2019 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2019 Annual Report may be viewed and downloaded from the Company's website: www.strikeresources.com.au or emailed to shareholders upon request to info@strikeresources.com.au, when available.

2. Resolution 1 - Re-election of Matthew Hammond as Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Matthew Hammond, who retires (by rotation) at this Annual General Meeting pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."

3. Resolution 2 - Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as an advisory, non-binding resolution:

"That the Remuneration Report as detailed in the Directors' Report for the financial year ended 30 June 2019 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this resolution.

Voting Exclusion and Restriction: The Company will disregard any votes cast on this resolution (in any capacity, except as specified below) by or on behalf of a member of "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001 (Cth)*) (together, the **Restricted Voters**).

Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report (which is included in the 2019 Annual Report).

A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls.

However, a Restricted Voter may cast a vote on this resolution as a proxy, for a person other than a Restricted Voter, on the basis that either:

- (a) the Proxy Form specifies the way the proxy is to vote on the resolution; or
- (b) the proxy is the Chair of the meeting and the Proxy Form expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Shareholders should note that if they appoint the Chair as a proxy, or the Chair is appointed by default under the Proxy Form, and the Chair is not directed as to how to vote on Resolution 2 then, on the poll for that item, the Chair intends to vote any undirected proxies in favour of Resolution 2).

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting on the resolution.

4. Resolution 3 - Approval of 10% Placement Facility

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of Listing Rule 7.1A of the Listing Rules of the Australian Securities Exchange (operated by ASX Limited) (ASX) and for all other purposes, shareholders approve the issue of Equity Securities (as defined in the ASX Listing Rules) totalling up to 10% of the Company’s shares on issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) if this resolution is passed, and any person associated with those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form for this meeting; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form for this meeting to vote as the proxy decides.

DATED THIS 21st DAY OF OCTOBER 2019

BY ORDER OF THE BOARD,



**VICTOR HO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

- This Explanatory Statement is provided to Strike shareholders pursuant to and in satisfaction of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the ASX Listing Rules.
- This Explanatory Statement is intended to be read in conjunction with the Notice of AGM (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this AGM.

1. 2019 ANNUAL REPORT

Section 317 of the Corporations Act requires the Directors of the Company to lay before the AGM the Directors' Report, Financial Report and the Auditor's Report for the last financial year that ended before the AGM. These reports are contained within the Company's 2019 Annual Report.

A copy of the 2019 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2019 Annual Report may be viewed and downloaded from the Company's website: www.strikeresources.com.au or the ASX website (www.asx.com.au) under ASX Code: SRK or emailed to shareholders upon request to info@strikeresources.com.au, when available.

Shareholders as a whole will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports and on the business and operations of the Company but no resolution to adopt the reports will be put to shareholders at the AGM.

Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

2. ORDINARY RESOLUTION 1 – RE-ELECTION OF MATTHEW HAMMOND AS DIRECTOR

Resolution 1 seeks shareholder approval for the re-election of Matthew Hammond as a Director of the Company.

The Company's Constitution requires one-third of the Directors (or if that is not a whole number, the whole number nearest to one-third) to retire at each AGM. The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. No Director may retain office for more than 3 years without submitting himself for re-election even though this would result in more than one-third of the Company's Directors retiring from office. These rules do not apply to the Managing Director.

Matthew Hammond retires at this AGM under these rules. However, being eligible, he has offered himself for re-election as a Director of the Company.

Matthew Hammond has been a Director of the Company since 25 September 2009 and was most recently re-elected a Director at the 2016 AGM held on 18 November 2016.

Matthew Hammond's experience, qualifications and other listed directorships are detailed in the Directors' Report in the Company's 2019 Annual Report.

Directors' Recommendation

The Board (other than Matthew Hammond, who makes no recommendation in respect of his own re-election as a Director) supports the re-election of Matthew Hammond to the Board and recommends that shareholders vote in favour of Resolution 1.

3. ADVISORY, NON BINDING RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

Resolution 2 seeks shareholder approval to adopt the Remuneration Report for the financial year ending 30 June 2019 as disclosed in the Company's 2019 Annual Report (refer above for information on accessing the report).

Section 250R(2) of the Corporations Act requires the Company to present to its shareholders for adoption the Remuneration Report.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to "Key Management Personnel" (being the Company's Directors and Executives identified in the Remuneration Report) (**KMP**), sets out remuneration details for each KMP, any service agreements and details of any performance-based and equity-based benefits provided to KMP (where applicable).

Shareholders attending the AGM will be given a reasonable opportunity as a whole to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

Directors' Recommendations

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM) that each Director (or any Closely Related Parties of a Director) are excluded from voting their shares on this resolution, the Directors recommend that shareholders vote in favour of Resolution 2 to adopt the Remuneration Report.

Voting Exclusion and Restriction

A voting exclusion applies to Resolution 2 in the terms set out in the Notice of AGM, broadly as follows:

- Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of Resolution 2.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, opposite each resolution, including Resolution 2.

If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default) under the Proxy Form, shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 2 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form (including by default) and shareholders do not mark any of the Voting Direction boxes opposite Resolution 2, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

4. SPECIAL RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

Resolution 3 seeks shareholder approval to issue Equity Securities under a 10% Placement Facility over a 12 month period following the AGM.

ASX Listing Rule 7.1A enables 'eligible entities' to seek shareholders' approval at an AGM to issue Equity Securities (as defined under the ASX Listing Rules, which includes a share, a right to a share, an option over an issued or unissued security and a convertible security) representing up to 10% of its issued share capital over a 12 month period after the AGM (**10% Placement Facility**). An 'eligible entity' for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as at the date of this Notice and Explanatory Statement and expects to be such as at the date of the AGM.

Whilst the Directors have no current intention to issue any securities, shareholder approval is being sought at this AGM to provide the Company with the ability, if required, to issue Equity Securities under the 10% Placement Facility.

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The maximum number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 4.1(c) below).

4.1. Listing Rule 7.1A Requirements

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval of Resolution 3 (being a special resolution) at this AGM.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as the Company's existing quoted class of equity securities.

The Company, as at the date of this Notice and Explanatory Statement, has 167,134,268 fully paid ordinary shares on issue. All such shares are listed on ASX.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an AGM may issue or agree to issue, during the 12 month period following the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** has the same meaning in Listing Rule 7.1 when calculating a company's 15% placement capacity being the number of ordinary shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of fully paid ordinary shares cancelled in the 12 months.
- D** is 10%
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 167,134,268 fully paid ordinary shares and has the capacity to issue:

- (i) 25,070,140 Equity Securities under Listing Rule 7.1 (being the 15% placement capacity); and
- (ii) 16,713,426 Equity Securities under Listing Rule 7.1A (being the 10% Placement Facility).

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 4.1(c) above).

(e) Minimum Issue Price

The Equity Securities will be issued (under Listing Rule 7.1A) at an issue price of not less than 75% of the volume-weighted average price (**VWAP**) for the Company's Equity Securities in the same class calculated over the 15 trading days on which days trades in those securities were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in Section 4.1(e)(i) above, the date on which the Equity Securities are actually issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM until the earlier of:

- (i) the first anniversary of the AGM; or
 - (ii) the date of approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking)
- (the **10% Placement Period**).

4.2. Effect of passing Resolution 3

The effect of shareholders passing Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using/in addition to using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote at the AGM.

4.3. Additional Specific Information Required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to Resolution 3 and the 10% Placement Facility, as follows (to the extent that such information is not disclosed elsewhere in this Explanatory Statement):

- (a) Any Equity Securities issued under the 10% Placement Facility will be issued at an issue price not less than the minimum issue price calculated in accordance with Section 4.1(e) above.
- (b) If the Company issues Equity Securities under the 10% Placement Facility, existing shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the AGM; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The table below shows the dilution of existing shareholders' voting power on the basis of the market price of shares and the current number of Equity Securities for Variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2, as at 17 October 2019.

The table also shows:

- (i) two other examples where the Company's current total shares on issue (ie. Variable "A") has increased, by 50% and 100%. Variable "A" is based on the number of Equity Securities the Company has on issue (as contemplated under the formula in Section 4.1(c) above). The number of Equity Securities on issue may increase as a result of issues of Equity Securities that do not require shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (ii) two other examples where the issue price of the Equity Securities has decreased by 50% and increased by 50% as against the current market price.

Scenarios – Shares Issued Outside Rule 7.1A	Number of Shares			Funds Raised on Assumed Issue Price:			Dilution from Current Shares
				50% Decrease in Issue Price	Issue Price	50% Increase in Issue Price	
	Pre 10% Placement	10% Placement	Post 10% Placement	\$0.021	\$0.042	\$0.063	
(1) Current Shares (Variable 'A')	167,134,268	16,713,426	183,847,694	\$350,982	\$701,964	\$1,052,946	9.09%
(2) 50% Increase in Current Shares	250,701,402	25,070,140	275,771,542	\$526,473	\$1,052,946	\$1,579,419	39.39%
(3) 100% Increase in Current Shares	334,268,536	33,426,853	367,695,389	\$701,964	\$1,403,928	\$2,105,892	54.55%

Notes:

- (i) **Current Shares (Variable 'A')** (in Scenario (1)) is based on the Company's total shares on issue as at 17 October 2019.
- (ii) **10% Placement** is from the Company issuing the maximum number of Equity Securities available under the 10% Placement Facility – this is assumed to consist only of shares.
- (iii) **Issue Price** is 4.2 cents, being the closing price of the Company's shares on ASX on 17 October 2019.

- (iv) **Dilution from Current Shares** shows the existing shareholders' percentage dilution in total voting power as a consequence of the completion of a 10% Placement (in which the existing shareholders do not participate) under each of the 3 (Pre 10% Placement Total Shares) Scenarios – this does not alter based on the Issue Price/funds raised:
- A. Under Scenario (1), existing shareholders will have an aggregate 167,134,268 voting shares out of a Post 10% Placement total of 183,847,694 voting shares, being a 9.09% dilution in their voting power;
 - B. Under Scenario (2) (which assumes a 50% increase in the Pre 10% Placement Current Shares, in which the existing shareholders do not participate), existing shareholders will have an aggregate 167,134,268 voting shares out of a Post 10% Placement total of 275,771,542 voting shares, being a 39.39% dilution in their voting power; and
 - C. Under Scenario (3) (which assumes a 100% increase in the Pre 10% Placement Current Shares, in which the existing shareholders do not participate), existing shareholders will have an aggregate 167,134,268 voting shares out of a Post 10% Placement total of 367,695,389 voting shares, being a 54.55% dilution in their voting power.
- (i) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and no other issues of Equity Securities (including issues under the 15% placement capacity pursuant to Listing Rule 7.1). The table does, however, include scenarios in which there has been a 50% (in Scenario (2)) and 100% (in Scenario (3)) increase in the number of current total shares on issue before a new issue under the 10% Placement Facility. Any prior issue or issues resulting in that hypothetical 50% or 100% increase could include an issue under the 15% placement facility under Listing Rule 7.1.
- (d) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking).
- (e) The Company may issue Equity Securities under the 10% Placement Facility for the following purposes:
- (i) To raise additional cash funds. In such circumstances, the Company may use the funds raised for continued exploration, evaluation and development expenditure on the Company's resource projects (including the Paulsens East Iron Ore Project in the Pilbara, Western Australia), towards potential transactions deemed by the Board to be in the best interests of the Company and/or for general working capital; or
 - (ii) As non-cash consideration for transactions deemed by the Board to be in the best interests of the Company. This may include satisfying a portion of the deferred consideration payable relating to the acquisition of the Solaroz Lithium Project in Argentina - further details are disclosed in Note 22(f) (Contingencies – Deferred Payments Relating to Acquisition of Solaroz Lithium Project (Argentina)) to the Company's financial statements in the 2019 Annual Report. In circumstances where shares are issued as non-cash consideration, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.
- (f) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon any issue of Equity Securities.
- (g) The Company's allocation policy will depend on prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

- (h) The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to various factors, including but not limited to the following:
- (i) the methods of raising funds that are then available to the Company;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial position of the Company; and
 - (iv) advice from professional and corporate advisers.
- (i) Allottees under the 10% Placement Facility have not been determined as at the date of this Notice and Explanatory Statement but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company utilises the 10% Placement Facility to issue new shares as non-cash consideration in respect of asset acquisitions, allottees may include the vendors of those assets.
- (j) The Company has not (previously at the last AGM) sought or obtained shareholder approval under Listing Rule 7.1A.

4.4. Directors' Recommendations

The Directors believe that the 10% Placement Facility is beneficial for the Company as it will give the Company flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. The Directors believe that providing the Company with a 10% Placement Facility (in addition to the Company's 15% placement capacity under the ASX Listing Rules) under ASX Listing Rule 7.1A is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 3.

4.5. Voting Exclusion and Restriction

A voting exclusion statement is included in the Notice of Meeting.

In accordance with ASX Listing Rules 7.3A and 14.11, the Company will disregard any votes cast in favour of Resolution 3 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities (except a benefit solely by reason of being as holder of ordinary securities in the Company) if this resolution is passed, and any person associated with those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of this Notice and Explanatory Statement, the Company has not approached any existing shareholder or an identifiable class of existing shareholders to participate in any issue of Equity Securities under the 10% Placement Facility.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A) for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the 10% Placement Facility the subject of Resolution 3), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing shareholder's votes will therefore be excluded under the voting exclusion statement.

TIME AND PLACE OF AGM AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Strike Resources Limited will be held at:

Strike Resources Limited
Level 2, 23 Ventnor Avenue
West Perth, Western Australia

commencing

11.00 am (Perth time)
Thursday, 28 November 2019

Voting Rights (subject to the voting exclusion and restriction noted in the Notice of AGM)

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him or her.

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the venue set out above.

Voting by Proxy

To vote by proxy, please lodge your vote online via the Internet or complete and sign the Proxy Form enclosed with this Notice of AGM and return it as soon as possible:

 **Online** - <https://www.advancedshare.com.au/investors/>: Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form

 **By Facsimile**: (08) 9262 3723 (Advanced Share Registry)

 **By Mail**: Advanced Share Registry, PO Box 1156, Nedlands Western Australia 6909

 **By Hand Delivery**: Advanced Share Registry at either:

- Perth Office: 110 Stirling Highway, Nedlands, Western Australia; or
- Sydney Office: Suite 8H, 325 Pitt Street, Sydney, New South Wales,

so that it is received not later than 11:00 am (Perth time) on Tuesday, 26 November 2019.

Proxy Forms received after that time will not be effective.

Proxy Forms received by Email will be disregarded by the Company.

Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Annual General Meeting. Previously-lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.

Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its Registered Office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations*, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at midnight (Perth time) on 26 November 2019 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting. Subject to the voting exclusions noted earlier in the Notice of AGM, each shareholder present has one vote on a show of hands, and one vote for every fully paid ordinary share held on a poll.

PROXY FORM

Annual General Meeting

Strike Resources Limited

A.B.N. 94 088 488 724

Web: www.strikeresources.com.au

Telephone: (08) 9214 9700

Email: cosec@strikeresources.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

Online: <https://www.advancedshare.com.au/investors/>

By Mail: Advanced Share Registry
PO Box 1156, Nedlands WA 6909

By Facsimile: (08) 9262 3723

SHARE REGISTRY ENQUIRIES: 1300 113 258 or (08) 9389 8033 or (02) 8096 3502
or admin@advancedshare.com.au

Our Reference: SRK / {}
Shareholding as at 22 October 2019: {}
Current Election to Receive Hard Copy Annual Report: {}
Current Election to Receive Notice of Meeting: {}
Inactive Status: {}

A. Appointment of Proxy

I/we being a shareholder/s of Strike Resources Limited and entitled to attend and vote hereby appoint

The Chair of
the Meeting

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Strike Resources Limited to be held at **11.00 am (Perth time) on Thursday, 28 November 2019 at Strike Resources Limited, Level 2, 23 Ventnor Avenue, West Perth, Western Australia**, and at any adjournment of such Annual General Meeting.

IMPORTANT:

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "FOR" Resolutions 1, 2 and 3 as the Chair of the Meeting intends to vote undirected proxies in favour of each resolution. If you mark the ABSTAIN box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll on that resolution.

YOUR ACKNOWLEDGEMENTS ON THE REMUNERATION-RELATED RESOLUTION

Chair to vote undirected proxies in favour of Resolution 2: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Direction to Chair for voting on Resolution 2: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) but I/we have not marked any of the boxes opposite Resolution 2 in Section B below, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolution 2 even though the Chair is, and those items are connected directly or indirectly with the remuneration of, a member of Key Management Personnel for the Company.

B. Voting Directions to Your Proxy – please mark ☒ to indicate your direction

RESOLUTIONS

FOR

AGAINST

ABSTAIN

1. Re-Election of Matthew Hammond as Director

☐☐☐

2. Adoption of Remuneration Report

☐☐☐

3. Approval of 10% Placement Facility

☐☐☐

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

%

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Annual Report Elections

☐

Mark ☒ if you want to make any changes to your address details (see Note 1 overleaf)

☐

Mark ☒ if you wish to receive a printed Annual Report by post (see Note 2 overleaf)

☐

Mark ☒ if you wish to receive an electronic Annual Report by email and specify your email address below

D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Director

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

{}/{}/{}

Contact Name

Contact Daytime Telephone

Date

Email:

{}/{}/{}

NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **Change of Address:** Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the proxy form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
2. **Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
 - (a) make a written request for a hard copy annual report to be mailed to you; or
 - (b) make a written request for an electronic copy of the annual report to be emailed to you.

If you wish to update your annual report election, please complete **Section C** of the Proxy Form.

3. **Voting on Remuneration Matters:** The Company will disregard any votes cast on Resolution 2 (Adoption of Remuneration Report) by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution 2 as a proxy, for a person other than a Restricted Voter, and either:
 - (a) you direct the KMP the way they are to vote on Resolution 2; or
 - (b) if the Chair is your proxy, you expressly authorise him to vote as he sees fit on Resolution 2 under the Proxy Form even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Shareholders may also choose to direct the Chair to vote against this resolution or to abstain from voting.

4. You may direct your proxy how to vote by marking one of the voting direction boxes opposition each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
5. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
6. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
7. A proxy need not be a shareholder of the Company.
8. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
9. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

10. **Signing Instructions :** You must sign this form as follows in the spaces provided at **Section D**:

Individual:	Where the holding is in one name, the shareholder must sign.
Joint Holding:	Where the holding is in more than one name, all of the shareholders must sign.
Companies:	This form must be signed in accordance with the Corporations Act, either as: (a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists); (b) two Directors; or (c) a Director or a Company Secretary.

Please also sign in the appropriate place to indicate the office held.

Power of Attorney:	If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. The original Power of Attorney (or a certified copy) must accompany the Proxy Form or must be received by the Company at its registered office or one of the Share Registry's addresses listed below for the receipt of proxy appointments at least 48 hours before the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.
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Deceased Estates:	All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
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11.  **Online Voting - <https://www.advancedshare.com.au/investors/> :** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.

12. **Lodgement of Proxy Form**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address/fax number below **not later than 11.00 am (Perth time) on 26 November 2019** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting. **Proxy Forms may be lodged** by posting, delivery or facsimile to the Share Registry's address below:



Advanced Share Registry
PO Box 1156
Nedlands WA 6909



Advanced Share Registry
110 Stirling Highway Nedlands
Western Australia



Advanced Share Registry
(08) 9262 3723

or
Suite 8H, 325 Pitt Street
Sydney
New South Wales

Proxy Forms received by Email will be disregarded by the Company.