

STRANDLINE
resources limited

ABN 32 090 603 642

**Notice of Annual General Meeting
and
Explanatory Memorandum**

Date of Meeting

Friday 23 November 2018

Time of Meeting

12.30pm (WST)

Place of Meeting

Offices of BDO Australia

38 Station Street

Subiaco Western Australia 6008

This is an important document. Please read it carefully and in its entirety. If you do not understand it please consult with your professional advisers.

If you are unable to attend the AGM, please complete the Proxy Form enclosed and return it in accordance with the instructions set out in that form.

THE ANNUAL REPORT IS AVAILABLE ONLINE, VISIT: www.strandline.com.au

Notice of Annual General Meeting

Strandline Resources Limited

ABN 32 090 603 642

The Annual General Meeting (**AGM**) of Strandline Resources Limited (**Company**) will be held at the offices of **BDO Australia, 38 Station Street, Subiaco, Western Australia, on Friday 23 November 2018 at 12.30pm (WST)**.

Terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the AGM.

AGENDA

Financial reports

To receive and consider the annual Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2018 which are contained within the Annual Report.

Note: This item of business is for discussion only and is not a Resolution.

1. Resolution 1 – Adoption of the Remuneration Report (non-binding resolution)

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

'That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (which is contained in the Directors' Report in the Annual Report) for the financial year ended 30 June 2018 be adopted.'

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

Voting Exclusion Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
 - (b) the person is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.
-

2. Resolution 2 – Election of Mr Peter Richard Watson as a Director

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

'That, for the purposes of clause 56.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Peter Richard Watson, a Director who was appointed since the last general meeting and who retires and is eligible for election as a Director, is so elected.'

3. Resolution 3 – Re-election of Mr Didier Murcia as a Director

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

'That, for the purpose of clause 58.1 of the Constitution and for all other purposes, Mr Didier Murcia, who retires by rotation and is eligible for re-election as a Director, is so re-elected.'

4. Resolution 4 – Approval to grant Performance Rights to Mr Luke Edward Graham

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

'That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the grant of 2,666,667 Performance Rights to Mr Luke Edward Graham (or his nominee), subject to satisfaction of relevant long term performance milestones, the details of which are set out in the Explanatory Memorandum.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Graham or an associate of Mr Graham, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Approval to grant Performance Rights to Mr Peter Richard Watson

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the grant of 722,700 Performance Rights to Mr Peter Richard Watson (or his nominee), subject to satisfaction of relevant long term performance milestones, the details of which are set out in the Explanatory Memorandum.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Watson or an associate of Mr Watson, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 6 – Approval of Additional 10% Placement Facility

To consider, and if thought fit, to pass as a **special resolution**:

'That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who may participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under this Resolution, except a benefit solely by reason of being a holder of ordinary securities, if the Resolution is passed and any associates of 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; or

- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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

By order of the Board

Date 19 October 2018



Signed

Name Flavio Garofalo
Company Secretary

The Notice of Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

NOTES

These notes form part of the Notice of Meeting.

1. Background information

To assist you in deciding how to vote on the Resolutions, background information to the Resolutions is set out in the Explanatory Memorandum forming part of this Notice of Meeting.

2. Required majorities

All of the Resolutions except Resolution 6 are **ordinary resolutions** and will be passed only if supported by a majority of the votes cast by Shareholders entitled to vote on the Resolutions in person, by proxy, or by an authorised representative.

Resolution 6 is a **special resolution** and will be passed only if supported by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution in person, by proxy, or by an authorised representative.

3. Voting entitlements

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that, for the purpose of voting at the AGM, Shareholders eligible to vote at the AGM are those persons who are the registered holders of Shares at 12:30pm (WST) on 21 November 2018.

4. How to vote

You may vote by attending the AGM in person, by proxy, or by an authorised representative.

5. Voting in person

To vote in person, attend the AGM on the date and at the place set out above. Shareholders are asked to arrive at the venue by 12.15pm (WST) so the Company may check their Shareholding against the Company's Share register and note attendances.

6. Voting by proxy

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy must appoint a representative to exercise any of the powers the body corporate can exercise as a proxy at the AGM. The representative should bring to the meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received at the Share Registrar **no later than 12:30pm (WST) on 21 November 2018** (Proxy Forms received after that time will be invalid). Proxy Forms must be received before that time via any of the following methods:

Online:	www.investorvote.com.au
By Post:	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne Victoria 3001 Australia
By Facsimile (inside Australia):	1800 783 447
By Facsimile (outside Australia):	+61 3 9473 2555

For Intermediary Online subscribers only (custodians) please visit <http://www.intermediaryonline.com> to submit your voting intentions. Any proxy form received after 12:30pm (WST) on 21 November 2018 will not be valid for the AGM.

7. Voting by corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. A certificate of appointment of the corporate representative will be sufficient for these purposes and must be lodged with the Company and/or the Share Registrar before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available on request by contacting the Share Registrar on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

8. Questions from Shareholders

The Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

Mr Phillip Murdoch of BDO Audit (WA) Pty Ltd, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2018 (or his representative), will attend the AGM. The Chair will allow a reasonable opportunity for the Shareholders as a whole to ask the auditor questions at the meeting about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions you may have by fax or to the address below by no later than 12:30pm (WST) on 21 November 2018.

By Post:	PO Box 1217, West Perth, Western Australia 6872
By Facsimile (inside Australia):	(08) 9485 2070
By Facsimile (outside Australia):	+61 8 9485 2070
In person:	35 Richardson Street, West Perth, Western Australia 6005

As required under section 250PA of the Corporations Act, at the AGM, the Company will make available those questions directed to the auditor received in writing no later than 5 business days prior to the AGM, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the annual Financial Report for the year ended 30 June 2018. The Chair will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

9. Annual Report

The Company advises a copy of its Annual Report for the year ended 30 June 2018 is available to download at the website address, <http://www.strandline.com.au>.

When you access the Company's Annual Report online, you can view it and print a copy. The Company will not provide a hard copy of the Company's Annual Report unless specifically requested to do so.

Please note if you have elected to continue to receive a hard copy of the Company's annual reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the AGM.

However, if you did not elect to continue to receive a hard copy of the Company's annual reports and now (or sometime in the future) wish to receive a hard copy of the Company's annual reports, please contact the Share Registrar on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

10. Enquiries

Shareholders are invited to contact the Company Secretary, Mr Flavio Garofalo on +61 8 9226 3130 if they have any queries on the matters set out in these documents.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum and all attachments are important documents and should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Meeting please contact the Company, your stockbroker or other professional adviser.

This Explanatory Memorandum has been prepared for Shareholders in connection with the AGM of the Company to be held on Friday, 23 November 2018.

The purpose of this Explanatory Memorandum is to provide Shareholders with information the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice of Meeting.

1. Financial Reports

The Corporations Act requires the annual Financial Report, Directors' Report, and the Auditor's Report to be received and considered at the AGM. Refer to item 9 of the Notes of the Notice of Meeting as to how to obtain a copy of the Annual Report.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report.

The Company's auditor, BDO Audit (WA) Pty Ltd, will be present at the AGM and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies and the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 - Adoption of the Remuneration Report

The Annual Report for the year ended 30 June 2018 contains the Remuneration Report which:

- (a) sets out the remuneration policy for the Company;
- (b) discusses the relationship between the remuneration policy and the Company's performance; and
- (c) details the remuneration arrangements of Key Management Personnel, including the Managing Director, senior executives and non-executive Directors.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report (pages 16 to 23), and can be found in the annual report section of the website at <http://www.strandline.com.au>.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chair will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the meeting.

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors of the Company. However, under the Corporations Act if there are two consecutive votes at annual general meetings of the Company against the Company's remuneration report of 25% or more (each year's votes being considered a **Strike**), at the second consecutive annual general meeting at which a Strike occurs (**Second Strike**), a resolution must be put to Shareholders to hold another meeting where each Director is nominated for re-election (**Spill Resolution**). If the Spill Resolution is passed, then the Company is required to hold an additional general meeting (**Further Meeting**) within 90 days of the Spill Resolution. At the Further Meeting all Directors (excluding the Managing Director) must be nominated for re-election.

The Remuneration Report for the year ended 30 June 2017 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 28 November 2017. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report, it will not result in the Company putting a spill resolution to Shareholders.

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution being cast by Key Management Personnel (or their Associates) whose remuneration details are disclosed in the Remuneration Report. However, an exception to this prohibition exists to enable the Chair to vote Shareholders' undirected proxy votes. In this regard, you should specifically note that if you appoint the Chair as your proxy and you indicate on the Proxy Form you do not wish to specify how the Chair should vote on Resolution 1, the Chair will cast your votes in favour of Resolution 1. **If you wish to appoint the Chair as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.**

3. Resolutions 2 and 3 – Election of Directors

3.1 Election of Mr Peter Richard Watson

Clause 56.1 of the Constitution allows the Directors to appoint a new Director at any time, either to fill a casual vacancy or as an addition to the existing Directors. In accordance with clause 56.2 of the Constitution, a Director appointed by the Board holds office until the next annual general meeting and is then eligible for election.

Mr Watson was appointed as a Director by the Board on 10 September 2018 in accordance with clause 56.1 of the Constitution. In accordance with clause 56.2 of the Constitution, Mr Watson retires and offers himself for election as a Director.

Mr Watson is a chemical engineer with over 30 years' experience in the resources sector, both in Australia and overseas. He has held technical and executive roles with a number of companies throughout his career, culminating in his appointment as the managing director & chief executive officer of Sedgman Limited, a market leading engineering and mining services firm. Initially joining Sedgman as chief operating officer of the metals division in 2010, Mr Watson successfully led and supported the development and execution of EPC and operations contracts in excess of A\$2 billion as he progressed through roles as executive general manager (2011 – 2012) and global executive director (2012 – 2014), before being made managing director & CEO (2014 – 2016). During this time at Sedgman, Mr Watson provided leadership and guidance across a suite of over 10 large scale mine operations contracts and over 30 EPC contracts across a broad spectrum of commodities. Mr Watson is currently a director of Resource Generation Limited (appointed 22 November 2017) and a director of New Century Resources (appointed 19 January 2018).

The Board considers Mr Watson to be an independent Director.

The Board (with the exception of Mr Watson) recommends Shareholders vote in favour of Resolution 2.

3.2 Re-election of Mr Didier Murcia

Clause 58.1 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. A retiring Director is eligible for re-election. In accordance with clause 58.1 of the Constitution, Mr Murcia retires by rotation and offers himself for re-election.

The Board considers the mix of executive and non-executive Directors collectively brings the range of skills, knowledge and experience necessary to direct the Company.

Mr Murcia was appointed as a Director of the Company on 1 March 2016, a position he has continued to hold since that time. With effect from the conclusion of this AGM, and subject to Resolution 3 being passed, Mr Murcia will remain a Director.

Mr Murcia is a lawyer with over 30 years' legal and corporate experience in the mining industry. In January 2014, Mr Murcia was made a Member of the Order of Australia in recognition of his services to the international community through support for the provision of medical and educational resources in Tanzania. Mr Murcia is currently the Honorary Australian Consul for the United Republic of Tanzania, a position that he has held for over 20 years. Mr Murcia is the chairman and founding director of Perth-based legal group MPH Lawyers, a director of Alicanto Minerals Limited (appointed chairman May 2012) and a director of Centaurus Metals Limited (appointed April 2009 and chairman since January 2010).

The Board considers Mr Murcia to be an independent Director.

The Board (with the exception of Mr Murcia) recommends Shareholders vote in favour of Resolution 3.

4. Resolutions 4 and 5 – Approval to grant Performance Rights to Mr Luke Edward Graham and Mr Peter Richard Watson

4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to grant the following Performance Rights (PRs) to Messrs Graham and Watson as a long term incentive in connection with their role as Directors:

- (a) 2,666,667 PRs to Mr Graham (or his nominee); and
- (b) 722,700 PRs to Mr Watson (or his nominee).

A summary of the terms and conditions applicable to the PRs the subject of Resolutions 4 and 5 is set out in Schedule 1.

4.2 Vesting criteria

The PRs under Resolutions 4 and 5 are intended to be granted in one tranche, subject to particular performance conditions. Upon satisfaction of the relevant performance conditions, the PRs will vest and Messrs Graham and Watson will each be issued with a corresponding number of Shares without being required to pay any monetary consideration. The PRs will be offered to Messrs Graham and Watson for no cash consideration.

The PRs will only vest if the relevant performance conditions are met, as outlined in the table below and explained further in the text which immediately follows it:

Party	Total Shareholder Return performance measurement period (24 month period)	Maximum number of Performance Rights to vest	Issue price calculation period (2 month period)	Vesting date
Luke Edward Graham	1 July 2019 – 30 June 2021	For Category A TSR performance – nil For Category B TSR performance – 1,333,333 For Category C TSR performance – 2,666,667	1 June 2021 – 31 July 2021	15 August 2021
Peter Richard Watson	1 July 2019 – 30 June 2021	For Category A TSR performance – nil For Category B TSR performance – 361,350 For Category C TSR performance – 722,700	1 June 2021 – 31 July 2021	15 August 2021

Explanation of performance conditions

At the end of the performance measurement period, the Board will rank the Company's Total Shareholder Return (**TSR**), being the increase in the Company's share price during that performance measurement period (as adjusted for any applicable share consolidation, share split and dividend payment, to the extent relevant to that period) against a peer group of other companies as determined by the Board. The percentage of PRs that will vest will depend upon the Company's TSR performance relative to the companies in the peer group. The Company's TSR performance will fall within Category A, B or C as set out below:

- (a) **Category A:** if the Company's TSR is at/or below the 45th percentile of the peer group of companies' TSR, no PRs will vest.
- (b) **Category B:** If the Company's TSR ranks between the 46th and 50th percentile (inclusive) of the peer group of companies' TSR, for each percentile over the 45th percentile, 10% of the PRs will vest (up to a maximum of 50% for this Category).
- (c) **Category C:** For each 1% ranking at or above the 51st percentile of the peer group of companies' TSR, an additional 2% of the PRs will vest (up to a maximum of 100%, which will vest at or above the 75th percentile).

The Board will select the peer group of companies having regard to the following factors:

- (a) they represent a reasonable cross section of resource companies with reasonably comparable market capitalisation, resource base and stage of development to that of the Company; and
- (b) the group is primarily focused on developing industrial minerals projects.

The Board will also nominate an additional five suitable replacement companies ("**reserve group**"). Where a company in the peer group is delisted, merges or ceases in the Board's reasonable opinion to be suitable for comparative purposes, it will, subject to the Board's discretion, be replaced by a company from the reserve group. The peer group and reserve group may be varied from time to time by the Board in its absolute discretion.

The Board will have an additional discretion in special circumstances, where it believes that the Company's TSR performance as calculated and categorised above in relation to a particular performance measurement period does not reflect the true achievement in generating Shareholder value and executing long-term strategies, to increase the number of PRs which are deemed to vest as at the relevant vesting date, provided that in no circumstances will more than:

- (a) 1,333,333 PRs be liable to vest (in the case of Mr Graham); and
- (b) 361,350 PRs be liable to vest (in the case of Mr Watson).

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, an entity must not issue or agree to issue Equity Securities to a related party without the prior approval of shareholders. Messrs Graham and Watson are related parties of the Company by virtue of being Directors. The effect of passing Resolutions 4 and 5 will be to allow the Company to grant the PRs to Messrs Graham and Watson (or their nominees) in accordance with Listing Rule 10.11.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the PRs to Messrs Graham and Watson, as approval is being sought under Listing Rule 10.11 instead. Accordingly, the issue of PRs the subject of Resolutions 4 and 5 will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

4.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the PRs constitutes giving a financial benefit. Messrs Graham and Watson are related parties of the Company by virtue of being Directors.

The Company is currently in a critical stage of development, and will be facing significant opportunities and challenges in both the short and long-term. The proposed issue of PRs reflects the level of commitment to be provided by Messrs Graham and Watson to the Company in assisting it to achieve certain specified performance objectives, taking into account the responsibilities of Messrs Graham and Watson and the time commitment required from each of them. The PRs to be granted also reflect the value the Board believes Messrs Graham and Watson bring to the Company, and provides an appropriate and adequate incentive for Messrs Graham and Watson to assist the Company in achieving performance milestones.

The Board considers it is appropriate for part of the remuneration packages of Messrs Graham and Watson to comprise non-cash, incentive based remuneration.

Under section 211 of the Corporations Act, the Company is not required to obtain the approval of Shareholders if the financial benefit is remuneration which it would be reasonable to give in the circumstances of the Company and the related party. The Board (other than Messrs Graham and Watson) has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances.

4.5 Listing Rule 10.13

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the PRs will be granted to:
 - (i) Mr Graham (or his nominee); and

- (ii) Mr Watson (or his nominee);
- (b) the maximum number of PRs to be granted is 3,389,367, being:
 - (i) 2,666,667 PRs to Mr Graham (or his nominee); and
 - (ii) 722,700 PRs to Mr Watson (or his nominee);
- (c) the PRs will be granted no later than 1 month after the date of the Annual General Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the PRs will be granted for nil consideration, as they are being granted as part of the remuneration packages for Messrs Graham and Watson as a material incentive for their ongoing commitment and dedication to the growth of the Company;
- (e) the PRs will be issued on the terms and conditions set out in Schedule 1;
- (f) no funds will be raised by the issue of the PRs; and
- (g) a voting exclusion statement is included in the Notice.

4.6 Directors' Recommendation

All the Directors (except Mr Graham) recommend that Shareholders vote in favour of Resolution 4.

All the Directors (except Mr Watson) recommend that Shareholders vote in favour of Resolution 5.

5. Resolution 6 – Approval of Additional 10% Placement Facility

5.1 Background

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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 time of this Notice of Meeting and expects to be so at the date of the Annual General Meeting.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact 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 to Section 5.2(c) below).

The Company intends to use the consideration from any Shares issued under the 10% Placement Facility to raise funds for the acquisition of new assets (including the expenses associated with such acquisition), continued exploration, feasibility study and project development expenditure on the Company's current assets and/or for general working capital.

The Board believes the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's Share capital during the next 12 months. Accordingly, the Directors of the Company believe Resolution 6 is in the best interests of the Company and unanimously recommend Shareholders vote in favour of this Resolution.

5.2 Requirements of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue three classes of Equity Securities, being Shares (ASX Code: STA), unlisted Options and Performance Rights.

(c) Formula for calculating 10% Placement Facility

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

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

Where:

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (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 Rules 7.1 and 7.4;
- (iv) less the number of fully paid ordinary shares cancelled in the 12 months.

Note: A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 293,416,079 Shares. If Resolution 6 is passed, the Company will be permitted to issue (as at the date of this Notice):

- (i) 44,012,411 Equity Securities under Listing Rule 7.1; and
- (ii) 29,341,607 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities the Company will have 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 5.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class 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 paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the 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),

(10% Placement Period).

5.3 Effect of Resolution 6

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

5.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class 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 paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised) to the extent Shareholders do not receive any Shares under the issue. There is a risk:
 - (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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice. The table also shows:
 - (i) two examples, where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples, where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.075 50% decrease in Issue Price	\$0.15 Current Market/ Issue Price	\$0.225 50% increase in Issue Price
Current Variable A 293,416,079 Shares	10% Voting Dilution	29,341,608 shares	29,341,608 shares	29,341,608 shares
	Funds raised	\$2,200,621	\$4,401,241	\$6,601,862
50% increase in current Variable A 440,124,118 Shares	10% Voting Dilution	44,012,412 shares	44,012,412 shares	44,012,412 shares
	Funds raised	\$3,300,931	\$6,601,862	\$9,902,293
100% increase in current Variable A 586,832,158 Shares	10% Voting Dilution	58,683,216 shares	58,683,216 shares	58,683,216 shares
	Funds raised	\$4,401,241	\$8,802,482	\$13,203,724

The table has been prepared on the basis of the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options or Performance Rights (including any Options or Performance Rights issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The issue price is \$0.15, being the closing price of the Shares on ASX on 9 October 2018.
- (d) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (e) The Company may seek to issue the Equity Securities for the following purposes:
- (i) cash consideration to raise funds for the acquisition of new assets (including the expenses associated with any such acquisition), continued exploration, feasibility study and project development expenditure on the Company's current assets and/or for general working capital; or
 - (ii) non-cash consideration for acquisition of new assets (including the expenses associated with any such acquisition), continued exploration, feasibility study and project development expenditure on the Company's current assets and/or for general working capital. In such circumstances 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 issue of any Equity Securities.
- (g) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- (i) the methods of raising funds available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;

- (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (h) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.
- (i) The Company previously obtained Shareholder approval under Listing Rule 7.1A on 28 November 2017. Therefore, the following information is provided in accordance with Listing Rule 7.3A.6 regarding the Equity Securities issued in the previous 12 months preceding the date of this Meeting.

Assuming no further issue of securities between the date of this Notice of Meeting and the date of the AGM, the Company will have issued a total of 34,707,978 Equity Securities during the 12 months preceding the date of this Meeting, representing approximately 10% of the total diluted number of Equity Securities on issue in the Company 12 months prior to the date of this Meeting, being 23 November 2018. Information relating to issues of Equity Securities by the Company in the 12 months prior to the date of this Meeting is as follows:

Issue Date	Number of Equity Securities Issued	Class of Equity Securities Issued	Names of Persons to Whom Issued Equity Securities	Issue Price	Closing Market Price at Issue Date	Discount to Closing Market Price on Issue Date	Cash Consideration
15/12/2017	5,500,000	Performance Rights	Note (i)	Nil	N/A	N/A	Nil
21/2/2018	4,489,501	Performance Rights	Note (ii)	Nil	N/A	N/A	Nil
27/3/2018	2,858,521 4,800	Ordinary Shares Ordinary Shares	Note (iii) Note (iii)	\$0.12 \$0.18	\$0.12 \$0.12	Nil Premium of 50%	\$343,022 \$864
17/4/2018	14,020,362 75	Ordinary Shares Ordinary Shares	Note (iii) Note (iii)	\$0.12 \$0.18	\$0.12 \$0.12	Nil Premium of 50%	\$1,682,443 \$135
12/6/2018	442,324 26	Ordinary Shares Ordinary Shares	Note (iii) Note (iii)	\$0.12 \$0.18	\$0.13 \$0.13	Discount of 8% Premium of 38%	\$4,423 \$48
6/7/2018	2,060,509 2,231	Ordinary Shares Ordinary Shares	Note (iii) Note (iii)	\$0.12 \$0.18	\$0.14 \$0.14	Premium of 16% Premium of 28%	\$247,261 \$402
15/8/2018	1,229,167 581,082 1,227,713 2,291,667	Performance Rights Ordinary Shares Ordinary Shares Ordinary Shares	Note (iv) Note (v) Note (vi) Note (vii)	Nil \$0.142 \$0.142 \$0.142	N/A \$0.18 \$0.18 \$0.18	N/A Premium Premium Premium	Nil Nil Nil Nil
TOTAL	34,707,978						

Notes:

- (i) Issue of Performance Rights to Managing Director, Luke Graham under the Company's Long Term Incentive Plan which was approved by shareholders on 28 November 2017 for nil consideration. The current value of the non-cash consideration, based on the closing price of the Shares on ASX on 9 October 2018 of \$0.15 per Share, is \$825,000.
- (ii) Issue of Performance Rights to employees under the Company's Long Term Incentive Plan which was approved by shareholders on 28 November 2017 for nil consideration. The current value of the non-cash consideration, based on the closing price of the Shares on the ASX on 9 October 2018 of \$0.15 per Share, is \$673,425.
- (iii) Conversion of unlisted options into fully paid ordinary shares in the Company to sophisticated and institutional investors. The total amounts raised on 27 March 2018 in cash were spent on exploration, project development and working capital. The remaining cash raised from 17 April 2018 to 6 July 2018 will be applied to exploration, project development and working capital.
- (iv) Issue of Performance Rights to employees under the Company's Long Term Incentive Plan which was approved by shareholders on 28 November 2017 for nil consideration. The current value of the non-cash consideration, based on the closing price of the Shares on the ASX on 9 October 2018 of \$0.15 per Share, is \$184,375.

- (v) Issue of Shares to Managing Director, Luke Graham pursuant to participation in the Company's Short Term Incentive Plan. The deemed issue price was \$0.142 per Share, valuing the shares issued at approximately \$87,623. The current value of the non-cash consideration, based on the closing price of the Shares on the ASX on 9 October 2018 of \$0.15 per Share, is \$81,351.
- (vi) Issue of Shares to employees pursuant to participation in the Company's Short Term Incentive Plan. The deemed issue price was \$0.142 per Share, valuing the shares issued at approximately \$174,307. The current value of the non-cash consideration, based on the closing price of the Shares on the ASX on 9 October 2018 of \$0.15 per Share, is \$184,157.
- (vii) Issue of Shares to Managing Director, Luke Graham pursuant to participation in the Company's Short Term Incentive Plan. The deemed issue price was \$0.142 per Share, valuing the shares issued at approximately \$325,417. The current value of the non-cash consideration, based on the closing price of the Shares on ASX on 9 October 2018 of \$0.15 per Share, is \$343,750.
- (j) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

GLOSSARY

In this document:

10% Placement Facility has the meaning given in Section 5.1.

10% Placement Period has the meaning given in Section 5.2(f).

Accounting Standards has the meaning given to that term in the Corporations Act.

AGM means the Annual General Meeting of the Company to be held on 23 November 2018, or any adjournment or postponement of the Annual General Meeting.

Annual Report means the Company's Annual Report for the year ended 30 June 2018 containing the Financial Report, the Directors' Report and the Auditors Report.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited (ACN 000 943 377) or the Australian Securities Exchange, as appropriate.

Auditor's Report means the auditor's report on the Financial Report.

Board means the Company's board of Directors.

Chair means the chair of the AGM.

Closely Related Party of a member of the Key Management Personnel means:

- (w) a spouse or child of the member;
- (x) a child of the member's spouse;
- (y) a dependent of the member or the member's spouse;
- (z) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;
- (aa) a company the member controls; or
- (bb) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Strandline** means Strandline Resources Limited (ACN 090 603 642).

Constitution means the Company's Constitution, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the Directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of the Notice of Meeting.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Glossary means the glossary set out in the Explanatory Memorandum.

Key Management Personnel has the same meaning as in the Accounting Standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the Listing Rules of the ASX.

Managing Director means the managing Director of the Company.

Notice or **Notice of Meeting** means this notice of Annual General Meeting.

Option means an option to subscribe for and be allotted a Share in the Company.

Optionholder means a registered holder of an Option.

Performance Right or **PR** means a right to be issued, for no consideration, a fully paid ordinary share in the capital of the Company upon the satisfaction of specified performance conditions.

Proxy Form means the proxy form attached to the Notice of Meeting.

Remuneration Report means the remuneration report which is contained in the Directors' Report.

Resolution means a resolution referred to in the Notice of Meeting.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Share Registrar means Computershare Investor Services Pty Ltd (ACN 000 937 879).

TSR has the meaning given in Section 4.2.

VWAP means volume weighted average price.

WST means Australian Western Standard Time.


Schedule 1 – terms and conditions of PRs

Subject to Shareholder approval, the PRs will be granted on the following terms:

- (a) A person who accepts an offer of PRs (the **'holder'**), will not pay any consideration for the grant of the PRs.
- (b) Each PR entitles the holder to be issued with one Share upon vesting of that PR.
- (c) PRs may be issued to a nominee of the holder, subject to approval by the Board in its absolute discretion.
- (d) PRs will only vest if the performance conditions, as specified in Section 4.2, are satisfied on or before the applicable vesting date.
- (e) The holder of vested PRs will be issued with a corresponding number of Shares without being required to pay any consideration.
- (f) PRs will expire 3 years from the grant date (**'Expiry Date'**).
- (g) PRs lapse on the earlier to occur of:
 - (i) where performance conditions have not been satisfied on or before the vesting date;
 - (ii) if a holder ceases to be a Director or employee of the Company;
 - (iii) the day the Board makes a determination that PRs lapse due to breach, fraud or dishonesty; and
 - (iv) the Expiry Date.
- (h) Unvested PRs will become vested PRs upon a change of control event, which is defined as:
 - (i) immediately upon a takeover bid (as defined in the Corporations Act) to acquire any Shares becoming or being declared to be unconditional, irrespective of whether the takeover bid extends to Shares issued and allotted after the date of the takeover bid; or
 - (ii) a person, or a group of associated persons:
 - becoming entitled to sufficient Shares to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board; or
 - gaining the ability to control more than 50% of the voting power (as defined in the Corporations Act) in the Company; or
 - (iii) immediately upon approval of a merger by way of scheme of arrangement under the Corporations Act by the Court under section 411(4)(b) of the Corporations Act.
- (i) A PR does not confer on the holder the right to participate in new issues of Shares by the Company, including by way of bonus issue, rights issue or otherwise.
- (j) All Shares issued upon exercise of the PRs will rank equally in all respects with Shares previously issued. The Company will apply for official quotation or listing of those Shares on ASX.
- (k) The Company will not apply for official quotation of any PRs.
- (l) The PRs are not transferable except if the holder dies.
- (m) If the Company makes a bonus issue of Shares pro rata to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares have been registered in the name of the holder for a PR held by the holder before the record date for determining entitlements to the bonus issue, then the number of Shares to which the PR relates will be increased by the number of Shares which the holder would have received under the bonus issue if the PR had vested immediately prior to the record date for the bonus issue.
- (n) On a reorganisation of the Company's capital, the rights of the holder will be changed to the extent necessary to comply with the Listing Rules.

STA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 723 670
(outside Australia) +61 3 9946 4435

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 12:30pm (WST) Wednesday, 21 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Strandline Resources Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Strandline Resources Limited to be held at the Offices of BDO Australia, 38 Station Street, Subiaco, Western Australia on Friday, 23 November 2018 at 12:30pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4 and 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Peter Watson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Didier Murcia as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to grant Performance Rights to Mr Luke Graham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to grant Performance Rights to Mr Peter Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

STA

999999A

Computershare +