

**BUILDING A SIGNIFICANT
CRITICAL MINERALS
BUSINESS**

NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY MEMORANDUM



Date of Meeting

Tuesday, 30 November 2021

Time of Meeting

10.00am (AWST)

Place of Meeting

London House Conference Room
Ground Floor, 216 St Georges Terrace
Perth Western Australia 6000



STRANDLINE
resources limited

ABN 32 090 603 642

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 **London House Conference Room, Ground Floor, 216 St Georges Terrace, Perth, Western Australia, on Tuesday, 30 November 2021 at 10.00am (AWST)**.

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 2021 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 2021 be adopted.'

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

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of any of the following persons:

- (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 a member.

However, a person (the **voter**) 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 voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter 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, or if the Company is part of a consolidated entity, for the entity.

2. Resolution 2 – Election of Ms Alexandra Clare Atkins as a Director

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

'That, for the purpose of Article 9.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Alexandra Clare Atkins, a Director who was appointed as an additional Director since the Company's last annual general meeting and who retires and is eligible for election as a Director, is so elected.'

3. Resolution 3 – Re-election of Mr Peter Richard Watson as a Director

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

'That, for the purpose of Article 9.3 of the Constitution and for all other purposes, Mr Peter Richard Watson, who retires by rotation and is eligible for re-election as a Director, is so re-elected.'

4. Resolution 4 – Re-election of Mr Didier Marcel Murcia as a Director

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

'That, for the purpose of Article 9.3 of the Constitution and for all other purposes, Mr Didier Marcel Murcia who retires by rotation and is eligible for re-election as a Director, is so re-elected.'

5. Resolution 5 – Ratification of issue of Placement Shares under Listing Rule 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue of 138,768,436 Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Ratification of issue of Placement Shares under Listing Rule 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue of 52,289,555 Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Approval of issue of Shares to Mr Luke Edward Graham under the Short Term Incentive Plan

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

'That, for the purpose of Listing Rule 10.14 and for all other purposes, approval be given for the issue under the STI Plan to Mr Luke Edward Graham (or his nominee), subject to the satisfaction of certain annual financial and non-financial key performance indicators, of such number Shares as are calculated under the formula set out in the Explanatory Memorandum accompanying this Notice.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- an associate of that person or those persons,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee(s), trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. Resolution 8 – Approval to grant Performance Rights to Mr Luke Edward Graham under the Long Term Incentive Plan

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

'That, for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 2,379,261 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 accompanying this Notice.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an associate of that person or those persons,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee(s), trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. Resolution 9 – Increase in Available Pool for Non-Executive Directors' Fees

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

'That, for the purpose of Article 9.5 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum total annual amount of fees available for the Company to pay Non-Executive Directors as a whole be increased by \$350,000 per annum to give the Company flexibility to pay total Non-executive Directors' fees of up to \$750,000 per annum.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Luke Graham, Mr Didier Murcia, Mr Peter Watson, Mr Thomas Eadie, Mr John Hodder, Mr Mark Hancock or Ms Alexandra Atkins; or
- (b) any associate of Mr Luke Graham, Mr Didier Murcia, Mr Peter Watson, Mr Thomas Eadie, Mr John Hodder, Mr Mark Hancock or Ms Alexandra Atkins.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. Resolution 10 – Issue of Options to Non-Executive Director, Mr Peter Richard Watson

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 Company to issue 2,000,000 Options to Mr Peter Richard Watson (or his nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Peter Watson (or his nominee); or
- (b) an associate of Mr Watson (or his nominee),

and any other person who will obtain a material benefit as a result of the issue of the securities (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, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a

direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee(s), trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
- (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. Resolution 11 – Issue of Options to Non-Executive Director, Mr Mark David Hancock

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 Company to issue 2,000,000 Options to Mr Mark David Hancock (or his nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Mark Hancock (or his nominee); or
- (b) an associate of Mr Hancock (or his nominee),

and any other person who will obtain a material benefit as a result of the issue of the securities (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, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee(s), trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. Resolution 12 – Issue of Options to Non-Executive Director, Ms Alexandra Clare Atkins

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 Company to issue 2,000,000 Options to Ms Alexandra Clare Atkins (or her nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Ms Alexandra Atkins (or her nominee); or
- (b) an associate of Ms Atkins (or her nominee),

and any other person who will obtain a material benefit as a result of the issue of the securities (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, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee(s), trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. Resolution 13 – 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 otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.’

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) 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
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

28 October 2021



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 13 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 13 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 11:00am (AWST) on Sunday, 28 November 2021.

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 9:45am (AWST) 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 10:00am (AWST) on Sunday, 28 November 2021** (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 10:00am (AWST) on Sunday, 28 November 2021 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 Dean Just of BDO Audit (WA) Pty Ltd, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2021 (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 email or post to the address below by no later than 11:00am (AWST) on Sunday, 28 November 2021.

By Post: PO Box 7127, Perth, Western Australia 6850

By Email: enquiries@strandline.com.au

In person: Level 9, 216 St Georges Terrace, Perth, Western Australia 6000

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 2021. 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 2021 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 Tuesday, 30 November 2021.

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 2021 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 25 to 32) 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, 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 2020 (the previous financial year) did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 10 November 2020. 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. Resolution 2 – Election of Ms Alexandra Clare Atkins as a Director

Article 9.2 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 Article 9.3 of the Constitution, a Director appointed by the Board holds office until the next annual general meeting and is then eligible for election.

Ms Atkins was appointed as a Director by the Board on 24 May 2021 in accordance with clause 9.2 of the Constitution. In accordance with Article 9.2 of the Constitution, Ms Atkins retires and offers herself for election as a Director.

Ms Atkins has over 25 years' multi-disciplinary, multi-commodity experience through the full mining value chain across Australia and Papua New Guinea. Alex holds two Bachelor of Engineering Degrees, from the University of Queensland and WA School of Mines, qualifying her as a Mining Engineer, Geotechnical Engineer and Geologist. She holds First Class Mine Manager's Certificates for Western Australia and Queensland and has an MBA (Finance) from the Australian Institute of Business. Alex is a Graduate Member of the Australian Institute of Company Directors, Chartered Professional Fellow of The AusIMM and Engineers Australia. She was one of 2018's 100 Global Influential Women In Mining (WIMUK) and was inducted into the Western Australia Women's Hall of Fame in 2019. Ms Atkins is also a non-executive director of International Women in Mining (based in London) and a former director of The Australasian Institute of Mining and Metallurgy.

Ms Atkins has served as a director on a number of ASX-listed entities and has held directorships in ASX listed companies over the past three years including Perenti Global Ltd, (appointed non-executive director on 14 July 2018) and Aquarian Ltd – Non-Executive Director (appointed 9 April 2021).

Ms Atkins is also a member of the Audit and Risk Committee and the Technical and Sustainability Committee.

The Board considers Ms Atkins to be an Independent Non-Executive Director.

The Board (with the exception of Ms Atkins, to whom this Resolution relates) recommends Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Re-election of Mr Peter Richard Watson as a Director

Article 9.3 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 Article 9.3 of the Constitution, Mr Watson 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 Watson was appointed as a Director by the Board on 10 September 2018, 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 Watson will remain a Director.

Mr Watson is a chemical engineer with over 35 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 MD & CEO (2014 – 2016). During this time at Sedgman, Peter 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.

From 1 July 2021, Mr Watson transitioned from an Executive Director role to be a Non-Executive Director of the Company. He has held directorships in ASX listed companies over the past three years including Resource Generation Limited - Non-Executive Director (appointed on 22 November 2017 and resigned on 1 November 2018), New Century Resources Limited - Non-Executive Director (appointed on 22 January 2018) and Paladin Energy Limited – Non-Executive Director (appointed on 10 December 2019)

Mr Watson is also Chair of the Technical and Sustainability Committee.

The Board considers Mr Watson to be a Non Independent Director.

The Board (with the exception of Mr Watson, to whom this Resolution relates) recommends Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Re-election of Mr Didier Marcel Murcia as a Director

Please see Section 4 for a summary of the relevant Articles of the Constitution relating to retirement and re-election of Directors. In accordance with Article 9.3 of the Constitution, Mr Murcia retires by rotation and offers himself for re-election.

Mr Murcia is a lawyer with over 35 years' legal and corporate experience in the mining industry and was previously a Non-Executive Director from 23 October 2014 to 29 February 2016. He is Honorary Consul for the United Republic of Tanzania, a position that he has held for over 24 years and was appointed a Member of the Order of Australia for services to the international community in 2014.

Mr Murcia is Chair and founding director of Perth-based legal group MPH Lawyers and has held directorships in ASX listed companies over the past three years including Alicanto Minerals Limited – Non-Executive Director (appointed on 30 May 2012) and Centaurus Metals Limited - Non-Executive Chair (appointed Non-Executive Director on 16 April 2009 and Non-Executive Chair since 28 January 2010).

Mr Murcia is also Chair of the Remuneration and Nomination Committee.

The Board considers Mr Murcia to be an Independent Non-Executive Director.

The Board (with the exception of Mr Murcia, to whom this Resolution relates) recommends Shareholders vote in favour of Resolution 4.

6. Resolution 5 and 6 – Ratification of Placement Shares

6.1 Background

On 29 March 2021, the Company announced a capital raising by way of a fully underwritten pro-rata accelerated non-renounceable entitlement offer and institutional placement, to raise approximately A\$122 million as part of the project financing for the Company's Coburn Mineral Sands Project.

The equity raising was comprised of the following:

- an institutional placement of approximately 191,057,991 Shares to raise approximately \$39m (**Placement Shares**); and
- an accelerated 1 for 1.3 pro-rata non-renounceable entitlement offer of up 402,229,001 Shares to raise approximately \$83m.

The Placement Shares were issued on 9 April 2021 under the Company's Listing Rule 7.1 and 7.1A capacity as follows:

- 138,768,436 Placement Shares were issued under Listing Rule 7.1 and are the subject of Resolution 5; and
- 52,289,555 Placement Shares were issued under Listing Rule 7.1A and are the subject of Resolution 6.

Funds raised from the issue of the Placement Shares were used to commence development and construction of the Company's Coburn Mineral Sands Project.

6.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of shareholders over any 12 month period to 15% of the fully paid shares it had on issue at the start of the period.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25% (**Listing Rule 7.1A Mandate**). Shareholders approved this additional capacity at the Company's last annual general meeting on 10 November 2020.

The issue of the Placement Shares does not fall within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit under Listing Rule 7.1 and the 10% limit

under Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under:

- (a) Listing Rule 7.1 for the 12 month period following the issue of the Placement Shares; and
- (b) Listing Rule 7.1A for the period ending on the earliest of:
 - (i) the date that is 12 months after the Company's last annual general meeting at which the Listing Rule 7.1A Mandate was approved;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (for the disposal of the Company's main undertaking),

(Listing Rule 7.1A Mandate Expiry Date).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 5 and 6 seek Shareholder approval to the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the 138,768,436 Placement Shares the subject of Resolution 5 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 5 is not passed, the issue of the 138,768,436 Placement Shares the subject of Resolution 5 will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 6 is passed, the issue of the 52,289,555 Placement Shares the subject of Resolution 6 will be excluded in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolution 6 is not passed, the issue of the 52,289,555 Placement Shares the subject of Resolution 6 will be included in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

6.3 Technical information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolutions 5 and 6:

- (a) the Placement Shares were issued to sophisticated and professional investors (within the meaning of sections 708(8) – (11) of the Corporations Act), none of whom are Related Parties of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person. The Placement Shares were issued to identified existing Shareholders and professional and sophisticated investors, with Shaw and Partners acting as Lead Manager and Bookrunner to the Placement with Morgans as Co-Manager.
- (b) a total of:
 - (i) 138,768,436 Placement Shares were issued pursuant to Listing Rule 7.1; and
 - (ii) 52,289,555 Placement Shares were issued pursuant to Listing Rule 7.1A;
- (c) the Placement Shares were issued on 9 April 2021;
- (d) the Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (e) The Placement Shares were issued for \$0.205 each, raising a total of approximately \$39.2 million (before costs);

- (f) the purpose of the issue of the Placement Shares was to part fund the development and construction of the Coburn Mineral Sands Project; and
- (g) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolutions 5 and 6.

6.4 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolutions 5 and 6.

7. Resolutions 7 – Approval of Issue of Shares to Mr Luke Edward Graham under the Short Term Incentive Plan

7.1 Background

Mr Graham was appointed as the Company's Managing Director and Chief Executive Officer on 19 September 2016. As part of Mr Graham's terms of employment with the Company, the Board has (subject to obtaining all necessary approvals from Shareholders) notified Mr Graham that he is eligible to participate in the STI Plan.

Under the terms of that notice, Mr Graham's entitlement to incentivisation under the Plan will be subject to the achievement of a series of both financial and non-financial annual key performance indicators (**KPIs**). Those KPIs will be set and agreed annually between the Board and Mr Graham, on the basis that they should be reasonable, realistic and achievable.

KPIs for the financial year ended 30 June 2022 include, but not be limited to, the following:

- the overall financial performance of the Company;
- the achievement of key developmental and/or resource base milestones in relation to the Company's key projects;
- the execution of value-accretive initiatives and tactical actions consistent with the long-term strategic direction of the Company as agreed between the Board and Mr Graham; and
- key workplace health, safety, environmental and sustainability metrics.

Under the terms of the notice given by the Board to Mr Graham, the maximum annual incentive that Mr Graham is eligible to receive under the STI Plan is an amount equal to 50% of his annual base salary, which is currently \$502,500 (inclusive of superannuation). Accordingly, the maximum annual amount to which Mr Graham would currently be eligible to receive under the STI Plan is \$251,250 (inclusive of superannuation).

With respect to each relevant annual payment to which he becomes entitled under the STI Plan, Mr Graham may elect to receive the payment:

- (a) in cash only; or
- (b) in a combination of cash and Shares (provided that the relevant cash component must be no less than 50% of the total payment).

In each relevant year to which Mr Graham becomes entitled to a bonus under the STI Plan, the cash component of that bonus will be paid to him and the Share-based component will be issued no later than 15 August.

To the extent that Mr Graham elects to receive Shares, the number of Shares issued will be determined by dividing the amount of the payment Mr Graham elects to receive as Shares, by the deemed price per Share. The deemed price per Share will be the VWAP for the Company's Shares traded on ASX for the period 1 June until 31 July in the year to which the relevant payment relates.

Resolution 7 seeks Shareholder approval to the grant of Shares to Mr Graham pursuant to the STI Plan, subject to achievement of applicable KPIs and otherwise on the basis explained in Section 7.4 below.

7.2 Chapter 2E of the Corporations Act

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.

Resolution 7 relates to the proposed issue of Shares, which constitutes giving a financial benefit. Mr Graham is a related party of the Company by virtue of being a Director.

The Board (other than Mr Graham, to whom Resolution 7 relates) has considered the proposed grant of cash and non-cash benefits to Mr Graham pursuant to the STI Plan and has formed the view that the grant of such benefits falls within the “reasonable remuneration” exception to the requirement for Shareholder approval under section 211 of the Corporations Act, having regard to a number of factors including the guidance in *ASIC Regulatory Guide 76: Related Party Transactions*.

Accordingly, the Company is of the view that it is not required to seek Shareholder approval under Chapter 2E of the Corporations Act as regards Resolution 7.

7.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) 10.14.1: a director of the entity;
- (b) 10.14.2: an associate of a director of the entity; or
- (c) 10.14.3: a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by security holders.

Mr Graham is the Managing Director and Chief Executive Officer of the Company. Accordingly, approval is required under Listing Rule 10.14.1 for Mr Graham to be issued with Shares under the STI Plan. Approval pursuant to Listing Rule 7.1 is not required in order to issue such Shares to Mr Graham, as approval is being obtained under Listing Rule 10.11. Accordingly, Shareholders should note that the potential issue of Shares to Mr Graham under the STI Plan will not be included in the 15% calculation imposed by Listing Rule 7.1.

Listing Rule 10.14 also provides that the notice of meeting to obtain the relevant approval must comply with Listing Rule 10.15, which specifies particular information to be provided in connection with the approval.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Shares the subject of Resolution 7 to Mr Graham under the STI Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Shares the subject of Resolution 7 to Mr Graham under the STI Plan and will subsequently need to use the Company’s funds to pay the required remuneration to Mr Graham.

7.5 Technical information provided in accordance with Listing Rule 10.15 as regards to Shares to be issued to Mr Graham under the STI Plan

For the purposes of Listing Rule 10.15, the following information is provided in connection with Resolution 7:

- (a) The Shares will be issued to Mr Luke Graham (or his nominee), who falls within the category set out in Listing Rule 10.14.1 by virtue of each being a Director.
- (b) The Shares will be fully paid ordinary shares in the capital of the Company and rank equally with the Company’s existing Shares.
- (c) The current total annual remuneration for Mr Graham is set out below:
 - Term of agreement – permanent basis commencing 19 September 2016.
 - Fixed Annual Remuneration of \$502,500 per annum (including superannuation), to be reviewed annually.
 - Short Term Incentive (STI) - performance to be assessed annually against a series of both financial and non-financial KPIs. The maximum annual amount payable under the Short Term Incentive is 50% of the Fixed Annual Remuneration. The STI will be paid in August each year in cash and/or performance rights.

- Long Term Incentive (LTI) - entitled to participate in the LTI Plan to be approved by Shareholders.
- (d) the formulae for calculating the maximum number of Shares to be issued to Mr Graham on an annual basis are as follows:
- (i) Part 1 – Calculation of total value of Shares
- $SV = BE - CV$**
- Where:**
- SV** is the maximum value of the Shares to be issued to Mr Graham;
- BE** is the value of the bonus entitlement determined by the Board; and
- CV** is the value of the minimum cash portion of the bonus entitlement determined by the Board;
- (ii) Part 2 – Calculation of total number of Shares
- $OS = SV/DSP$**
- Where:**
- OS** is the maximum number of Shares to be issued to Mr Graham, which is not to exceed 5,000,000 Shares per year. The maximum number of Shares to be issued to Mr Graham over the 3 year period of the Plan is not to exceed 15,000,000 Shares;
- SV** is the value referred to above; and
- DSP** is the deemed price per Share, which will be the VWAP for the Company's Shares traded on ASX for the period 1 June until 31 July in the year to which the relevant bonus payment under the STI Plan relates.
- (e) The issue price of the Shares will be nil and the deemed price per Share will be as set out in paragraph (d) above.
- (f) Subject to Shareholder approval of Resolution 7, the Shares to which Mr Graham may become entitled under the STI Plan will be issued to him by no later than the 15th of August in each relevant year. As Shares issued pursuant to an approval under Listing Rule 10.14 must be issued within 3 years after the date of the meeting at which such approval is obtained, no Shares are intended to be issued to Mr Graham (without additional approval by Shareholders) as regards the financial years following the financial year ending 30 June 2024.
- (g) Persons who have previously received securities under the STI Plan as at the date of this Notice include Mr Graham on 15 August 2018 (581,082 @ \$0.142 each) and on 15 August 2019 (729,847 shares @ \$0.1377 each) and nil in 2020. The past issues were for nil consideration and prices disclosed were deemed issue prices.
- (h) A summary of the material terms of the STI Plan is set out in Schedule 1.
- (i) No loan arrangements apply in relation to the acquisition.
- (j) Details of any securities issued under the STI Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14.
- (k) Any additional persons who become entitled to participate in the STI Plan after Resolution 7 are approved and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.
- (l) A voting exclusion statement is included in the Notice for the purpose of Resolution 7.

Other than the information above and otherwise in this Explanatory Memorandum, the Company believes there is no other information that would be reasonably required by Shareholders to consider Resolution 7.

7.6 Directors' Recommendation

All the Directors (except Mr Graham, to whom the Resolution relates) recommend that Shareholders vote in favour of Resolution 7.

8. Resolutions 0 – Approval to grant Performance Rights to Mr Luke Edward Graham under the Long Term Incentive Plan

8.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to grant 2,379,261 Performance Rights (**PRs**) to Mr Graham (or his nominee) as a long term incentive in connection with his role as a Director.

A summary of the terms and conditions applicable to the PRs the subject of Resolution 0 is set out at Schedule 2.

8.2 Vesting criteria

The PRs under Resolution 0 are intended to be granted in one tranche and subject to particular performance conditions. Upon satisfaction of the relevant performance conditions, the PRs will vest, and Mr Graham will be issued with a corresponding number of Shares without being required to pay any monetary consideration.

The PRs will be offered to Mr Graham 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 (36 month period)	Maximum number of Performance Rights to vest	Issue price calculation period (2 month period)	Vesting date
Luke Edward Graham	1 July 2021 – 30 June 2024	For Category A: TSR performance – nil For Category B: TSR performance – 1,189,630 For Category C: TSR performance – 2,379,261	1 June 2024 – 31 July 2024	15 August 2024

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:

- Category A:** if the Company's TSR is at/or below the 50th percentile of the peer group of companies' TSR, no PRs will vest.
- Category B:** If the Company's TSR ranks above the 50th percentile of the peer group of companies' TSR, 50% of the PRs will vest .
- 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:

- 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
- 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 2,379,261 PRs be liable to vest.

Listing Rule 10.14 also provides that the notice of meeting to obtain the relevant approval must comply with Listing Rule 10.15, each of which specifies particular information to be provided in connection with the approval.

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out at Section 7.2. The issue of the PRs constitutes giving a financial benefit. Mr Graham is a related party of the Company by virtue of being a Director.

The Company's pay and reward framework is designed to ensure reward structures are aligned with Shareholders' interest by being market competitive to attract and retain high calibre individuals, rewarding high individual performance, recognising the contribution of each key management personnel to the contributed growth and success of the Company and ensuring that long term incentives are linked to Shareholder value. The proposed issue of PRs the subject of Resolution 0 reflect the level of commitment to be provided by Mr Graham to the Company in assisting it to achieve certain specified performance objectives, taking into account the responsibilities of Mr Graham and the time commitment required from each of them. The PRs to be granted also reflect the value the Board believes Mr Graham brings to the Company and provides an appropriate and adequate incentive for Mr Graham to assist the Company in achieving performance milestones. The Board considers it is appropriate for part of the remuneration packages of Mr Graham to comprise non-cash, incentive-based remuneration.

The Board (other than Mr Graham, to whom Resolution 0 relates) has considered the proposed grant of PRs to Mr Graham pursuant to the LTI Plan and has in each case formed the view that the grant of such benefits falls within the "reasonable remuneration" exception to the requirement for Shareholder approval under section 211 of the Corporations Act, having regard to a number of factors including the guidance in *ASIC Regulatory Guide 76: Related Party Transactions*.

Accordingly, the Company is of the view that it is not required to seek Shareholder approval under Chapter 2E of the Corporations Act as regards Resolution 0.

8.4 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 7.3 above. Mr Graham is the Managing Director and Chief Executive Officer of the Company. Accordingly, approval is required under Listing Rule 10.14.1 for Mr Graham to be issued with PRs under the LTI Plan. Approval pursuant to Listing Rule 7.1 is not required in order to issue such PRs to Mr Graham, as approval is being obtained under Listing Rule 10.11. Accordingly, Shareholders should note that the potential issue of PRs to Mr Graham under the LTI Plan will not be included in the 15% calculation imposed by Listing Rule 7.1.

Listing Rule 10.14 also provides that the notice of meeting to obtain the relevant approval must comply with Listing Rule 10.15, which specifies particular information to be provided in connection with the approval.

8.5 Technical information required by Listing Rule 14.1A

If Resolution 0 is passed, the Company will be able to proceed with the issue of the PRs the subject of Resolution 0 to Mr Graham under the LTI Plan within three years after the date of the Meeting (or such later date as permitted by the LTI Plan or any ASX waiver or modification of the Listing Rules).

If Resolution 0 is not passed, the Company will not be able to proceed with the issue of the PRs the subject of Resolution 0 to Mr Graham under the LTI Plan and will subsequently need to use the Company's funds to pay the required remuneration to Mr Graham.

8.6 Technical information provided in accordance with Listing Rule 10.15 as regards to Performance Rights to be granted to Mr Graham under the LTI Plan

For the purposes of Listing Rule 10.15, the following information is provided in connection with Resolution 0:

- (a) The PRs will be issued to Mr Luke Graham (or his nominees), who falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director.
- (b) The current total annual remuneration for Mr Graham is set out in Section 7.5(c) above.

- (c) The maximum number of PRs to be granted to Mr Graham (or his nominee) is 2,379,261 PRs.
- (d) 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).
- (e) The PRs will be granted for nil consideration, as they are being granted as part of the remuneration packages for Mr Graham as a material incentive for his ongoing commitment and dedication to the growth of the Company.
- (f) The PRs will be issued on the terms and conditions set out in Schedule 2.
- (g) Persons who have previously received PRs as at the date of this Notice include Mr Graham on 30 November 2018 (2,666,667 PRs), 5 December 2019 (3,100,775 PRs) and 10 November 2020 (1,751,313 PRs). The PRs were issued for nil consideration.
- (h) A summary of the material terms of the LTI Plan is set out in Section 2.
- (i) The Company has chosen to issue the PRs the subject of Resolution 0 to Mr Graham to focus on the long term outcomes of the Company and to align the interests of Mr Graham with that of Shareholders.
- (j) Based on a binominal pricing model (as calculated by the Company), the value of the PRs to be issued under Resolution 0 is set out below.

Related Party	Number of PRs to be issued	Value of PRs
Luke Graham (Resolution 0)	2,379,261	\$287,891

The binominal pricing model used by the Company had the following assumptions:

- Valuation Date: 18 October 2021
 - Market Price of Shares: \$0.20
 - Exercise Price: Nil
 - Expiry Date: 3 Years
 - Volatility: 85%
 - Dividend Yield: Nil
 - PR Indicative Value: \$0.12
- (k) No loan arrangements apply in relation to the acquisition.
 - (l) Details of any securities issued under the LTI Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14.
 - (m) Any additional persons who become entitled to participate in the LTI Plan after Resolution 0 is approved and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.
 - (n) A voting exclusion statement is included in the Notice for the purpose of Resolution 0.

Other than the information above and otherwise in this Explanatory Memorandum, the Company believes there is no other information that would be reasonably required by Shareholders to consider Resolution 0.

8.7 Directors' Recommendation

All the Directors (except Mr Graham, to whom the Resolution relates) recommend that Shareholders vote in favour of Resolution 0.

9. Resolution 9 – Increase in Available Pool for Non-Executive Directors' Fees

9.1 Background

Under ASX Listing Rule 10.17 and Article 9.5 of the Company's Constitution, the maximum combined annual amount of remuneration payable to all Non-Executive Directors (NEDs) is fixed by shareholders in general meeting. At present, the fee pool is set at \$400,000, which was approved by shareholders at the 2011 AGM. The fee pool includes

all Board and Board Committee fees paid to NEDs, as well as superannuation contributions made on behalf of NEDs. During the 2021 financial year, an aggregate amount of \$277,603 was paid to NEDs from the pool.

The composition of the Strandline Board continues to evolve following financial close having been achieved on the Coburn Mineral Sands Project. With the appointment of Ms Alexander Atkins on 24 May 2021 and Mr Mark Hancock on 11 August 2020, plus the change in status of Mr Peter Watson (who changed from Executive Director to a NED with effect from 1 July 2021), the number of NEDs on the Board has increased during the financial year from three to six, four of whom are considered independent. It is essential that the Company remains able to attract and retain NEDs with the appropriate experience, expertise, skills and diversity to oversee the Company's culture, business and strategic direction.

Under Listing Rule 10.17, an entity must not increase the total amount of directors' remuneration payable by it without approval of holders of its ordinary securities. This rule does not apply to executive directors.

The directors propose to increase the aggregate sum by \$350,000, from \$400,000 to \$750,000 per annum. Accordingly, the maximum amount of remuneration that will be available to non-executive directors in aggregate is \$750,000 per annum. It is not intended to increase the fees payable to existing Directors in the current financial year or to fully utilise the increased aggregate fees in the near term.

The Board considers that it is reasonable and appropriate at this time to seek an increase in fees for the following reasons:

- the nature and complexity of the Company's operations and increased responsibilities of the Board as the Company makes its transition from explorer to producer with the development of the Coburn Mineral Sands Project;
- it will allow flexibility to appoint additional Directors (if required) with appropriate qualifications, skills and experience for the benefit of the Company; and
- the increase will allow the Company to pay fees which are commensurate with fees paid to Directors of companies of comparable size and provide adequate headroom above the annual NED fees payable.

If Resolution 9 is passed, the aggregate annual remuneration pool for Non-Executive Directors will change to \$750,000 per annum, representing an increase of \$350,000 per annum.

If Resolution 9 is not passed, the aggregate remuneration pool for Non-Executive Directors will remain at \$400,000 per annum. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled Non-Executive Directors.

9.2 Specific information required by Listing Rule 10.17

Pursuant to and in accordance with Listing Rule 10.17, the following information is provided in relation to Resolution 9:

- (a) the amount of the increase is \$350,000 per annum;
- (b) the maximum aggregate amount of Director's fees that may be paid to all of the Company's Non-Executive Directors (assuming Resolution 9 is passed) is \$750,000 per annum;
- (c) the following securities have been issued to a Non-Executive Director under Listing Rule 10.11 or 10.14 with Shareholder approval at any time within the preceding 3 years:
 - On 5 December 2019 the Company issued 4,500,000 Options to Mr Didier Murcia, 3,000,000 Options to Mr John Hodder and 3,000,000 Options to Mr Thomas Eadie in three tranches as follows:

Tranche	Options	Exercise Price	Expiry Date
1	Mr Didier Murcia: 1,500,000 Options Mr John Hodder: 1,000,000 Options Mr Thomas Eadie: 1,000,000 Options	\$0.18 per Option or 40% above the average 60-day VWAP share price at time of grant, whichever is higher	28 November 2021

Tranche	Options	Exercise Price	Expiry Date
2	Mr Didier Murcia: 1,500,000 Options Mr John Hodder: 1,000,000 Options Mr Thomas Eadie: 1,000,000 Options	\$0.22 per Option or 60% above the average 60-day VWAP share price at time of grant, whichever is higher	28 November 2022
3	Mr Didier Murcia: 1,500,000 Options Mr John Hodder: 1,000,000 Options Mr Thomas Eadie: 1,000,000 Options	\$0.26 per Option or 80% above the average 60-day VWAP share price at time of grant, whichever is higher	28 November 2023

The Options were issued following the Company obtaining Shareholder approval at its 2019 annual general meeting pursuant to Listing Rule 10.11 for their issue.

- (d) a voting exclusion statement is included in this Notice.

9.3 Directors' Recommendation

The Board (other than the NEDs, given their interest), recommend that shareholders vote in favour of Resolution 9.

10. Resolutions 10 to 12 – Issue of Options to Non-Executive Directors

10.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 6,000,000 Options (**Director Options**) to Directors in the following apportionments:

- Resolution 10 seeks Shareholder approval for the issue of 2,000,000 Director Options to Mr Peter Richard Watson (or his nominee);
- Resolution 11 seeks Shareholder approval for the issue of 2,000,000 Director Options to Mr Mark David Hancock (or his nominee);
- Resolution 12 seeks Shareholder approval for the issue of 2,000,000 Director Options to Ms Alexandra Clare Atkins (or her nominee).

The Director Options will be issued in tranches. The relevant exercise price, vesting price, expiry date and number of Director Options for each tranche is as follows:

Tranche	No. of Director Options to be issued to each Director (or their nominee) under applicable Tranche	Exercise Price	Vesting Date	Expiry Date
1	<ul style="list-style-type: none"> Mr Peter Richard Watson: 1,000,000 Director Options Mr Mark David Hancock: 1,000,000 Director Options Ms Alexandra Clare Atkins: 1,000,000 Director Options 	\$0.26 per Director Option	Issue date	30 November 2022
2	<ul style="list-style-type: none"> Mr Peter Richard Watson: 1,000,000 Director Options Mr Mark David Hancock: 1,000,000 Director Options Ms Alexandra Clare Atkins: 1,000,000 Director Options 	\$0.30 per Director Option	Issue date	30 November 2023

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E is set out in Section 7.2 above. The issue of Director Options to Messrs Watson and Hancock and Ms Atkins (or their nominees) constitutes giving a financial benefit to a related party of the Company. Messrs Watson and Hancock and Ms Atkins are each a related party of the Company by virtue of being Directors.

The Board (other than Messrs Watson and Hancock and Ms Atkins, who have a material interest in Resolutions 10, 11 and 12 respectively) has considered the application of Chapter 2E of the Corporations Act and has formed the view that the grant of such benefits falls within the “reasonable remuneration” exception to the requirement for Shareholder approval under section 211 of the Corporations Act, having regard to a number of factors including the guidance in *ASIC Regulatory Guide 76: Related Party Transactions*.

Accordingly, the Company is of the view that it is not required to seek Shareholder approval under Chapter 2E of the Corporations Act as regards Resolutions 10, 11 and 12.

10.3 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 the entity’s shareholders. Each of Messrs Watson and Hancock and Ms Atkins are related parties of the Company by virtue of being Directors. The effect of passing Resolutions 10, 11 and 12 will be to allow the Company to issue the Director Options to Messrs Watson and Hancock and Ms Atkins (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 Director Options the subject of Resolutions 10, 11 and 12, as approval is being sought under Listing Rule 10.11 instead. Accordingly, the issue of Director Options the subject of Resolutions 10, 11 and 12 will not be included in the 15% calculation of the Company’s annual placement capacity pursuant to Listing Rule 7.1.

10.4 Technical information required by Listing Rule 14.1A

If Resolutions 10, 11 and 12 are passed, the Company will be able to proceed with the issue of the Director Options to Messrs Watson and Hancock and Ms Atkins (or their nominees) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options (because approval is being obtained under Listing Rule 10.11), the issue of the Director Options will not use up any of the Company’s 15% placement capacity.

If Resolutions 10, 11 and 12 are not passed, the Company will not be able to proceed with the issue of the Director Options to Messrs Watson and Hancock and Ms Atkins (or their nominees) and the Company may be required to re-negotiate with Mr Watson, Mr Hancock or Ms Atkins (as applicable) such other reasonable remuneration as may be applicable to their role as a Director, which may include the payment of additional cash remuneration, reducing the Company’s cash reserves.

10.5 Specific information required by 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 in relation to Resolutions 10, 11 and 12:

- (a) the Director Options will be issued to Messrs Watson and Hancock and Ms Atkins (or their nominees). Each of Messrs Watson and Hancock and Ms Atkins are a related party of the Company under Listing Rule 10.11.1 by virtue of being a Director.
- (b) the maximum number of Director Options to be issued is 6,000,000, being:
 - (i) 2,000,000 Director Options to Mr Watson (or his nominee);
 - (ii) 2,000,000 Director Options to Mr Hancock (or his nominee); and
 - (iii) 2,000,000 Director Options to Ms Atkins (or her nominee);

- (c) The Director Options will be issued 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 Director Options will be issued for nil consideration as they will be issued as part of the remuneration package for Messrs Watson and Hancock and Ms Atkins and otherwise on the terms and conditions in Schedule 1;
- (e) the current NED total remuneration package for Messrs Watson and Hancock and Ms Atkins is in each case an annual salary of \$70,000 plus superannuation. At times, some individuals may choose to sacrifice part of their salary or fees to increase payments towards superannuation;
- (f) no funds will be raised by the issue of the Director Options; and
- (g) a voting exclusion statement is included in the Notice.

10.6 Directors' Recommendation

All the Directors (except Mr Watson, to whom the Resolution relates) recommend that Shareholders vote in favour of Resolution 10. All the Directors (except Mr Hancock, to whom the Resolution relates) recommend that Shareholders vote in favour of Resolution 11. All the Directors (except Ms Atkins, to whom the Resolution relates) recommend that Shareholders vote in favour of Resolution 12.

11. Resolution 13 – Approval of Additional 10% Placement Facility

11.1 Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

Resolution 13 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 13 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 13 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

11.2 Requirements of Listing Rule 7.1A

(a) Eligible Entities

As set out above, 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 at the time of this Notice of Meeting and expects to be so at the date of the Meeting.

(b) Shareholder approval

Shareholders must approve the 10% Placement Facility by special resolution at the Annual General Meeting, which requires the 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). A resolution under Listing Rule 7.1A cannot be put at any other Shareholder meeting.

(c) 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 the following classes of Equity Securities quoted on ASX:

- 1,120,399,502 Shares (ASX Code: STA).

(d) **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 = The number of fully paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

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

D = 10%;

E = The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4; and

"relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

(e) **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 1,120,399,502 Shares. If Resolution 9 is passed, the Company will be permitted to issue (as at the date of this Notice):

- (i) 168,059,925 Equity Securities under Listing Rule 7.1; and

- (ii) 112,039,905 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 11.2(d) above).

11.3 Information for Shareholders as required by ASX Listing Rule 7.3A

(a) **Listing Rule 7.3A.1 – Period of approval for which 10% Placement Facility is valid**

An approval from Shareholders under Listing Rule 7.1A will be valid and commence on the date of the Annual General Meeting at which Shareholder approval is obtained (being 30 November 2021) and expires on the first to occur of the following.

- (i) The date that is 12 months after the date of the Annual General Meeting.
- (ii) The time and date of the Company's next annual general meeting.
- (iii) The time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Listing Rule 7.3A.2 – 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 by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) **ASX Listing Rule 7.3A.3 – Purposes for which the new Equity Securities may be issued**

The Company may use funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 for the following purposes:

- the acquisition of new assets or investments (including the expenses associated with such acquisitions);
- continued exploration, feasibility study and project development expenditure on the Company's current assets; and/or
- general working capital.

(d) **ASX Listing Rule 7.3A.4 – Risk of economic and voting dilution**

If Resolution 9 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 that:

- 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
- the new 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.

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.

For the purpose of Listing Rule 7.3A.4, the table also shows:

- 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 entitlement 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

- 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		
		\$0.10 50% decrease in Issue Price	\$0.20 Current Market/ Issue Price	\$0.30 50% increase in Issue Price
Current Variable A 1,120,399,502 Shares	10% Voting Dilution	112,039,950 shares	112,039,950 shares	112,039,950 shares
	Funds raised	\$11,203,995	\$22,407,990	\$33,611,985
50% increase in current Variable A 1,680,599,253 Shares	10% Voting Dilution	168,059,925 shares	168,059,925 shares	168,059,925 shares
	Funds raised	\$16,805,993	\$33,611,985	\$50,417,978
100% increase in current Variable A 2,240,799,004 Shares	10% Voting Dilution	224,079,900 shares	224,079,900 shares	224,079,900 shares
	Funds raised	\$22,407,990	\$44,815,980	\$67,223,970

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

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No Options or Performance Rights (including any Options having previously been issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
 - 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%.
 - 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.
 - 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.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The issue price is \$0.20, being the closing price of the Shares on ASX on 18 October 2021.
- (e) **ASX Listing Rule 7.3A.5 – Allocation policy**

The Company's allocation policy for the issue of new Equity Securities under the 10% Placement Facility will be dependent on the existing market conditions at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, rights

issues or other issues in which existing security holders can participate;

- the effect of the issue of new securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the 10% Placement Facility will be a Related Party or associate of a Related Party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the 10% Placement Facility, and it is possible that their Shareholding will be diluted.

The Company will comply with its disclosure obligations under Listing Rules 3.10.3 and 7.1A.4 on the issue of any new securities.

(f) ASX Listing Rule 7.3A.6 – Details of Equity Securities issued during past 12 months

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 10 November 2020. 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 52,289,555 Equity Securities under Listing Rule 7.1A.2 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 30 November 2020. 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 and how consideration was spent or is to be spent
9/4/2021	52,289,555	Ordinary Shares	Note (i)	\$0.205	\$0.205	Nil	\$10,719,359 Note (i)

Notes:

- (i) Placement of Shares to institutional and sophisticated investors (which are the subject of Resolution 6). Proceeds from the placement have been and will be used for the development and construction of the Coburn Mineral Sands Project. Of the consideration raised, \$0 has been spent as at the date of this Notice.

A voting exclusion statement is included in the Notice for the purpose of Resolution 9. 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.

11.4 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 13.

GLOSSARY

In this document:

\$ means Australian dollars.

10% Placement Facility has the meaning given in Section 11.1.

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

AGM, Annual General Meeting or Meeting means the Annual General Meeting of the Company to be held on 30 November 2021, or any adjournment or postponement of the Annual General Meeting.

Annual Report means the Company's Annual Report for the year ended 30 June 2021 containing the Financial Report, the Directors' Report and the Auditors Report.

ASIC means the Australian Securities and Investments Commission.

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.

AWST means Australian Western Standard Time.

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:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) 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.

Director Options has the meaning given in Section 10.1.

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.

KPI has the meaning given in Section 7.1

Listing Rules means the Listing Rules of the ASX.

Listing Rule 7.1A Mandate has the meaning given in Section 6.2.

Listing Rule 7.1A Mandate Expiry Date has the meaning given in Section 6.2.

LTI Plan means the Company's Long Term Incentive Plan.

Managing Director means the managing director of the Company.

NED or **Non-Executive Director** means a non-executive 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.

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.

Placement Shares has the meaning given in Section 6.1.

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

Related Party has the meaning given in section 228 of the Corporations Act.

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

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

Restriction Period means the period during which a Share issued under the Plan cannot be transferred or otherwise dealt with Rule 8.1 of the Plan.

Schedule means a schedule to this Notice.

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).

STI Plan means the Company's Short Term Incentive Plan.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

TSR has the meaning given in Section 8.2.

VWAP means volume weighted average price.

SCHEDULE 1 – MATERIAL TERMS OF STI PLAN

A summary of the main provisions of the Plan is set out below:

- (a) the Board may determine which Company employees (which includes any Directors who are also full time employees) and contractors are entitled to participate in the Plan and the extent of their participation;
- (b) the Board will set key performance indicators annually for each participant, which will include important financial and non-financial strategic performance-related targets;
- (c) the Board will review the performance of participants annually in meeting the key performance indicators applicable to them for that relevant year and will determine their entitlement to any bonus under the Plan;
- (d) a minimum percentage of that bonus payment (as determined by the Board) must be taken in cash and the balance will, subject to the terms and conditions of the Plan, applicable law and the Listing Rules, be available to be taken as Shares at a deemed issue price per Share determined by the Board. The Board will, in notifying participants as to their bonus entitlements and providing the above information, be deemed to have made an offer to each such participant to subscribe for up to the maximum number of Shares calculated by multiplying the deemed issue price per Share by the balance of the relevant bonus payment (once the minimum cash payment has been subtracted). The participant may then elect the extent to which it wishes to accept that offer and take Shares (as opposed to cash) by way of bonus payment. The relevant cash bonus payment (and, if applicable, issue of Shares) under the Plan will occur by the 15th of August in the relevant calendar year in which the bonus is payable;
- (e) the Board may offer Shares to any eligible person at the time and on the terms the Board considers appropriate however, under the Listing Rules no Shares may be issued to Directors of the Company, whether under the Plan or otherwise, without prior shareholder approval;
- (f) all Shares issued under the Plan will rank equally in all respects with the existing fully paid ordinary shares in the Company and, in particular, entitle holders to participate fully in dividends declared by the Company after the date of issue and all issues of securities made or offered pro-rata to holders of shares;
- (g) the Company will apply for official quotation of the Shares immediately on issue and will issue, where required to enable Shares to be freely tradeable on the ASX (subject to any Restriction Period), a cleansing statement under Section 708A(5) of the Corporations Act at the time Shares are issued. Where a cleansing statement is required, but cannot be issued, the Company will use reasonable endeavours to prepare and lodge a prospectus in relation to the Shares with ASIC which complies with the requirements of the Corporations Act and allows the Shares to be freely tradeable on the ASX (subject to any Restriction Period);
- (h) the Board may determine that, upon a change of control event, a participant is entitled to receive a payment under the Plan which corresponds to the level to which the Board considers the relevant annual key performance indicators for the year in question had by that time been achieved; and
- (i) the Board may amend, terminate or suspend the Plan at any time.

SCHEDULE 2 – 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 8.2, 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 or such other date as determined by the Board in its absolute discretion and specified in the invitation but not exceeding 5 years from the date of acquisition of the Performance Right (**'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.

SCHEDULE 3 – TERMS AND CONDITIONS OF OPTIONS TO NON-EXECUTIVE DIRECTORS

(a) **Entitlement**

Each Director Option entitles the holder (**Optionholder**) to subscribe for one Share upon exercise of the Director Option.

(b) **Exercise Price, Vesting Date and Expiry Date**

The Director Options will be issued in tranches. The relevant exercise price, vesting date and expiry date of each tranche of Director Options is as follows:

Tranche	No. of Director Options to be issued to each Director (or their nominee) under applicable Tranche	Exercise Price	Vesting Date	Expiry Date
1	<ul style="list-style-type: none">• Mr Peter Richard Watson: 1,000,000 Director Options• Mr Mark David Hancock: 1,000,000 Director Options• Ms Alexandra Clare Atkins: 1,000,000 Director Options	\$0.26 per Director Option	Issue date	30 November 2022
2	<ul style="list-style-type: none">• Mr Peter Richard Watson: 1,000,000 Director Options• Mr Mark David Hancock: 1,000,000 Director Options• Ms Alexandra Clare Atkins: 1,000,000 Director Options	\$0.30 per Director Option	Issue date	30 November 2023

(c) **Exercise Period**

The exercise period for Director Options will commence when the Director Options have vested on the applicable Vesting Date and will end on the applicable Expiry Date for that Director Option (**Exercise Period**).

(d) **Cessation of Employment or Engagement**

Where an Optionholder (or, in the case of a nominee Optionholder, the related party Director of that nominee) ceases employment or engagement (as applicable) with the Company, all Director Options that have not been exercised will continue in force and remain exercisable, for a period of 3 months from the date the employment of the Optionholder (or applicable related party Director) ceases their employment or engagement with the Company.

(e) **Notice of Exercise**

The Director Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Director Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Director Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Director Option being exercised in cleared funds (**Exercise Date**).

(g) **Change of Control Event**

(i) Subject to clause (j)(ii), a **Change of Control Event** occurs where:

- (A) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
 - (B) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (C) any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or
 - (D) the Company enter into agreements to its main business undertaking or the principal assets (whether or not in the form of shares in the Company) of the Company to a person, or a number of persons, and those agreements become unconditional; or
 - (E) the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons.
- (ii) In the case of clause (j)(i)(D), where the Company agrees to sell or dispose of its main business undertaking or principal assets for cash (**Business Sale**) and the Company decides not to distribute the cash proceeds of the Business Sale to Shareholders, the Company, with the consent of the Optionholder, may cancel or buy- back vested Director Options for a price per Director Option that is equal to the net proceed of the Business Sale divided by the number of Shares on issue, less the Exercise Price.
- (iii) The Company shall give written notice of any Change of Control Event to each Optionholder. Upon the giving of any such notice an Optionholder may exercise any of their Director Options within the Exercise Period by delivery to the registered office of the Company or such other address as determined by the Board of:
- (A) a signed Notice of Exercise;
 - (B) a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price; and
 - (C) the Director Option certificate, or documentary evidence satisfactory to the Board that the Director Option certificate was lost or destroyed.

(h) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Director Options.

If a notice delivered under clause (k)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Director Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options without exercising the Director Options.

(l) **Change in exercise price**

A Director Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Director Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(n) **Not quoted**

The Director Options will not be listed for quotation on ASX.

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

Need assistance?



Phone:

1300 723 670 (within Australia)
+61 3 9946 4435 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Sunday, 28 November 2021.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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 London House Conference Room, Ground Floor, 216 St Georges Terrace, Perth, WA 6000 on Tuesday, 30 November 2021 at 10:00am (AWST) 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, 7, 8, 9, 10, 11 and 12 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8, 9, 10, 11 and 12 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, 7, 8, 9, 10, 11 and 12 by marking the appropriate box in step 2.

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		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Adoption of the Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Election of Ms Alexandra Clare Atkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Re-election of Mr Peter Richard Watson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Re-election of Mr Didier Marcel Murcia as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Ratification of issue of Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Ratification of issue of Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Approval of issue of Shares to Mr Luke Edward Graham under the Short Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Approval to grant Performance Rights to Mr Luke Edward Graham under the Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Increase in Available Pool for Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Issue of Options to Non-Executive Director, Mr Peter Richard Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Issue of Options to Non-Executive Director, Mr Mark David Hancock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Issue of Options to Non-Executive Director, Ms Alexandra Clare Atkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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.

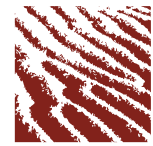
Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





STRANDLINE
resources limited

28 October 2021

London House
Level 9, 216 St Georges Tce
Perth WA 6000

Dear Shareholder

P +61 8 9226 3130
E enquiries@strandline.com.au
ACN 090 603 642

2021 ANNUAL GENERAL MEETING NOTICE AND PROXY FORM

Strandline Resources Limited (ASX: STA) (“Strandline” or the “Company”) is convening its 2021 Annual General Meeting of Shareholders on Tuesday, 30 November 2021 at 10:00am (AWST) (“Meeting”).

If you would like to attend the Meeting, it will be held at the London House Conference Room, Ground Floor, 216 St Georges Terrace, Perth, Western Australia. The Board has decided to hold a physical Meeting with appropriate social distancing measures in place to comply with the Federal Government and State Government’s current restrictions on gatherings.

In accordance with *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, the Company will not be dispatching physical copies of the Notice of Annual General Meeting (“Notice”). Instead, a copy of the Notice is attached and available at the Company website www.strandline.com.au and should be read in its entirety prior to voting.

The Company encourages shareholders to lodge a proxy form prior to the meeting. Shareholders can lodge their vote by going to www.investorvote.com.au and logging in with the Control Number, your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalized proxy form. Shareholders are also encouraged to provide an email address in order to receive electronic communication from the Company in the future.

Proxy Forms and online votes must be received by 10:00am (AWST) on Sunday, 28 November 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an ASX announcement as to any changes in the manner in which the Meeting will be held and as to whether shareholders will still be able to attend in person and participate in the usual way.

Should you wish to discuss the matters in this Notice please do not hesitate to contact me on +61 8 92263130.

Yours faithfully

Flavio Garofalo
COMPANY SECRETARY