



26 February 2021

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Copper Strike Limited (“Copper Strike” or the “Company”) will be held virtually via a webinar conferencing facility at 2.00pm (AEDT) on Tuesday, 30 March 2021 (“General Meeting”, “GM” or “Meeting”).

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No.3) 2020, the Company will not be dispatching physical copies of the Notice of Meeting. Instead the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website: <https://www.copperstrike.com.au/> or at the Company’s share registry’s voting website <https://investor.automic.com.au/#/loginsah> by logging in.
- A complete copy of the Meeting Materials has been posted to the Company’s ASX Market announcements page at www.asx.com.au under the Company’s ASX code “CSE”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <http://investor.automic.com.au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Automic at hello@automicgroup.com.au or by phone at 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 9:00am and 5:00pm (AEDT) Monday to Friday, or the Company on +61 3 9692 7222, to arrange a copy.

As a result of the potential health risks and the Governments restrictions in response to the COVID-19 pandemic, the Meeting will be held via a webinar conferencing facility. Details of how to register to attend the Meeting are contained in the Meeting Materials. The Company strongly recommends to Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "S. Ross".

Stefan Ross
Company Secretary
Copper Strike Limited



COPPER STRIKE LIMITED
ACN 108 398 983

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting: Tuesday, 30 March 2021

Time of Meeting: 2.00pm (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (No.3) 2020, **no hard copy** of the Notice of General Meeting and Explanatory Statement will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website <https://www.copperstrike.com.au/>

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

COPPER STRIKE LIMITED

ACN 108 398 983

Registered Office: Level 4, 100 Albert Road, South Melbourne VIC 3205

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Copper Strike Limited (Company) will be held virtually via a webinar conferencing facility at 2.00pm (AEDT) on Tuesday, 30 March 2021. (“General Meeting”, “GM” or “Meeting”).

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Company at the time of preparing the Notice of General Meeting (**Notice**), the Company intends to conduct a poll on the resolutions set out in the Notice using the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the GM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also electronically cast their votes on the proposed resolution at the GM. Shareholders who intend to join the Meeting are asked to dial-in 30 minutes prior to the start of the meeting to allow the Company to take your details. The virtual meeting can be attended using the following details:

The live webcast can be attended using the following details:

When: Tuesday, 30 March 2021 at 2.00pm (AEDT)
Topic: CSE General Meeting

Register in advance for this webinar:

https://us02web.zoom.us/webinar/register/WN_B2G5RtoMRZSwa0Z8ZHNRmg

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to sross@leydinfreyer.com.au. Where a written question is raised in respect of the resolutions to be considered at the meeting or the key management personnel of the Company, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company it will not respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the GM online should therefore monitor the Company's website and its ASX announcements for any updates about the GM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: CSE) and on its website at <https://www.copperstrike.com.au/>

COPPER STRIKE LIMITED

ACN 108 398 983

Registered Office: Level 4, 100 Albert Road, South Melbourne VIC 3205

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Resolution 1: Ratification of Prior Issue of Shares

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 11,052,631, fully paid ordinary shares (**Shares**) on 17 February 2021 at an issue price of \$0.095 (9.5 cents) per Share in relation to the Tranche 1 unconditional non-brokered Placement to sophisticated and professional investor, as described in the Explanatory Statement accompanying the Notice of Meeting.*

A voting exclusion applies to this Resolution – see note 6.

Resolution 2: Ratification of Prior Issue of Shares

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 552,631, fully paid ordinary shares (**Shares**) on 17 February 2021 at a deemed issue price of \$0.095 (9.5 cents) per Share in relation to the Capital Raising Fee as described in the Explanatory Statement accompanying the Notice of Meeting.*

A voting exclusion applies to this Resolution – see note 6.

Resolution 3: Ratification of Prior Issue of Options

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue on 17 February 2021 of a total of 4,420,000 unlisted options (**Options**), with 2,210,000 exercisable at \$0.14 (14 cents) each, expiring on 31 January 2024, and 2,210,000 exercisable at \$0.17 (17 cents) each, expiring on 31 January 2024, in relation to the Corporate Advisor Option fee as described in the Explanatory Statement accompanying the Notice of Meeting.*

A voting exclusion applies to this Resolution – see note 6.

Resolution 4: Approval for participation in placement by a Director – Mr Mark Hanlon (or his nominee)

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 526,316 fully paid ordinary shares in the Company at an issue price of \$0.095 (9.5 cents) per share to Mr Mark Hanlon (or his nominee), the Chairman of the Company, on the terms and conditions described in the Explanatory Statement.”

A voting exclusion applies to this Resolution – see note 6.

Resolution 5: Approval for participation in placement by a Director – Mr Brendan Jesser (or his nominee)

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 526,316 fully paid ordinary shares in the Company at an issue price of \$0.095 (9.5 cents) per share to Mr Brendan Jesser (or his nominee), a Non-Executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”

A voting exclusion applies to this Resolution – see note 6.

Resolution 6: Approval for participation in placement by a Director – Mr Anthony McIntosh (or his nominee)

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 526,315 fully paid ordinary shares in the Company at an issue price of \$0.095 (9.5 cents) per share to Mr Anthony McIntosh (or his nominee), a Non-Executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”

A voting exclusion applies to this Resolution – see note 6.

By order of the Board



Stefan Ross
Company Secretary
26 February 2021

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

3. Proxies

- a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. To be effective, Proxy Forms must be received by the Company's share registry (Automic) no later than 48 hours before the commencement of the General Meeting, this is no later than 2:00pm (AEDT) on Sunday, 28 March 2021. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chairman will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the issue of securities or any associates 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 a 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 of the meeting 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:
 - i. 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
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the issue of securities or any associates 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 a 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 of the meeting 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:
 - i. 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
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the issue of securities or any associates 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 a 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 of the meeting 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:
 - i. 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
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 4, 5 & 6

The Company will disregard any votes cast in favour of each of Resolutions 4, 5 & 6 (respectively and separately) by or on behalf of

- Mr Mark Hanlon, Mr Brendan Jesser and Mr Anthony McIntosh or any person(s) 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 entity), or
- an associate of person referred to in the preceding paragraph.

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

- (a) a person as a 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 of the meeting 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:
 - i. 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
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Furthermore, a vote must not be cast as proxy on any Resolutions 4, 5 and 6 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a "**Restricted Voter**") may cast a vote on any Resolutions 4, 5 and 6, as a proxy if:

- a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution(s) or expressly authorises the Chairman to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Stefan Ross on +61 3 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Resolution 1: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval to ratify the issue on or about 17 February 2021 of 11,052,631 fully paid ordinary shares to sophisticated and professional investors in relation to the Tranche 1 Placement as announced by the Company on 8 February 2021.

On 8 February 2021, the Company announced that it had received firm commitments to raise a total of \$1.2 million (before costs) at an issue price of \$0.095 (9.5 cents) per share, which comprises an unconditional non-brokered placement of \$1.05 million to sophisticated and professional investors and a conditional placement to Directors, demonstrating their strong support for the Placement, of \$0.15 million, subject to shareholder approval.

The Shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rules

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. As the issue of Shares was within the Company's ASX Listing Rule 7.1 placement capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4.

If Resolution 1 is approved, the prior issue of 11,052,631 Shares under the Tranche 1 Placement may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Tranche 1 Placement Shares the subject of Resolution 1, counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 11,052,631;
- (b) the Shares were issued at an issue price of \$0.095 (9.5 cents) per share;
- (c) the Shares allotted and issued rank *pari passu* with all existing securities of their class;
- (d) the Shares were issued on 17 February 2021;
- (e) the Shares were allotted and issued to sophisticated and professional investors, and investors introduced through Canaccord Genuity (Australia) Limited; and
- (f) Funds raised from the Tranche 1 Placement will be used for general working capital purposes including costs associated with the potential acquisition of suitable project(s) in the Materials (or other) sectors including due diligence and any potential re-compliance costs.

Board Recommendation

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 11,052,631 Shares as described above.

Voting Exclusions

Refer to note 6 for voting exclusions on this Resolution.

Resolution 2: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval to ratify the issue on or about 17 February 2021 of 552,631 fully paid ordinary shares in relation to the 5% consultancy fee paid on the amount raised under the Tranche 1 Placement (Capital Raising Fee), in accordance with the announcements made on 8 February 2021 and 17 February 2021.

The Shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rules

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. As the issue of Shares was within the Company's ASX Listing Rule 7.1 placement capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4.

If Resolution 2 is approved, the prior issue of 552,631 Shares under the Tranche 1 Placement may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Tranche 1 Placement Shares the subject of Resolution 2, counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 552,631;
- (b) the Shares were issued at a deemed issue price of \$0.095 (9.5 cents) per share;
- (c) the Shares allotted and issued rank pari passu with all existing securities of their class;
- (d) the Shares were issued on 17 February 2021;
- (e) the Shares were allotted and issued to CG Nominees (Australia) Pty Ltd; and
- (f) there were no funds raised from the issue of shares, as the shares were issued as settlement of the 5% consultancy fee paid on the amount raised under the Tranche 1 Placement (Capital Raising Fee) amounting to \$52,500.

Board Recommendation

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 552,631 Shares as described above.

Voting Exclusions

Refer to note 6 for voting exclusions on this Resolution.

Resolution 3: Ratification of Prior Issue of Options

Background

The Company is seeking shareholder approval to ratify the issue on or about 17 February 2021 of a total of 4,420,000 Tranche 1 Unlisted Options (**Options**), with 2,210,000 Options exercisable at \$0.14 (14 cents) each, expiring on 31 January 2024, and 2,210,000 Options exercisable at \$0.17 (17 cents) each, expiring on 31 January 2024 in relation to the Corporate Advisor Option fee in accordance with the announcements made on 8 February 2021 and 17 February 2021.

The Corporate Advisor Option fee is being issued in two tranches, with Tranche 1 issued utilising the Company's placement capacity under ASX Listing Rule 7.1, and Tranche 2, subject to and conditional on approval by shareholders at a General Meeting or Annual General Meeting of the Company refreshing its placement capacity under ASX Listing Rule 7.1.

ASX Listing Rules

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. As the issue of Options was within the Company's ASX Listing Rule 7.1 placement capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4.

If Resolution 3 is approved, the prior issue of 4,420,000 Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Options the subject of Resolution 3, counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of Options in the Company that were issued is 4,420,000, with 2,210,000 Options exercisable at \$0.14 (14 cents) each, expiring on 31 January 2024, and 2,210,000 Options exercisable at \$0.17 (17 cents) each, expiring on 31 January 2024;
- (b) the Options were issued for Nil consideration;
- (c) a summary of the terms of the Options are as follows:
 - 2,210,000 options exercisable at \$0.14 (14 cents) each, expiring on 31 January 2024, with each Option exercisable into one (1) fully paid ordinary share in the Company if the option is exercised; and
 - 2,210,000 options exercisable at \$0.17 (17 cents) each, expiring on 31 January 2024, with each Option exercisable into one (1) fully paid ordinary share in the Company if the option is exercised.

The full terms and conditions of the Options are set out in Annexure 1.

- (d) the Options were issued on 17 February 2021;
- (e) the Options were allotted and issued to CG Nominees (Australia) Pty Ltd; and
- (f) the purpose of the issue is in relation to the Option fee paid to the Corporate Advisor.

Board Recommendation

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 4,420,000 Options as described above.

Voting Exclusions

Refer to note 6 for voting exclusions on this Resolution.

Resolutions 4, 5 and 6: Approval for participation in placement by a Director – Mr Mark Hanlon, Mr Brendan Jesser and Mr Anthony McIntosh (or their nominees)

The Company is seeking shareholder approval to allow the Company's Directors, Mr Mark Hanlon, Mr Brendan Jesser and Mr Anthony McIntosh (or their respective nominees) to participate in the Placement as announced on 8 February 2021 and pursuant to ASX Listing Rule 10.11 to allot and issue 1,578,947 fully paid ordinary shares in the Company (Shares) at an issue price of \$0.095 (9.5 cents) per Share to each Director. The issue price of \$0.095 (9.5 cents) per Share is same as the issue price at which the Shares have been offered to sophisticated and professional investors under the Tranche 1 Placement announced on 8 February 2021.

Resolution	Name of the Director	Number of Shares	Issue Price	Funds Raised
Resolution 4	Mr Mark Hanlon	526,316	\$0.095	\$50,000.02
Resolution 5	Mr Brendan Jesser	526,316	\$0.095	\$50,000.02
Resolution 6	Mr Anthony McIntosh	526,315	\$0.095	\$49,999.93

ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Directors of the Company in the Placement is required under ASX Listing Rule 10.11.

Resolutions 4, 5 and 6 seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the issue of the Shares and each of the Directors, Mr Mark Hanlon, Mr Brendan Jesser and Mr Anthony McIntosh, (or their nominee(s)) will receive 526,316, 526,316 and 526,315 Shares respectively at an issue price of \$0.095 (9.5 cents) per share. The willingness of the Directors to subscribe for Shares under the Placement demonstrates their strong support for the placement and their faith in the Company and its business.

If all or any of Resolutions 4, 5 and 6 are not passed, the Company will not proceed with the issue of the Shares to the applicable Director(s), and the applicable Director(s) (or their nominee(s)) will not receive the Shares as described above.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to each Director under Resolutions 4, 5 and 6 (respectively):

- (a) the proposed recipients are Mr Mark Hanlon, Mr Brendan Jesser and Mr Anthony McIntosh, each of whom is a Director of the Company, or their respective nominee(s) (each of which would be an associate of the respective Director);
- (b) each of the proposed recipients are related parties of the Company as each of them are Directors of the Company, and thus approval is being sought under ASX Listing Rule 10.11.1.
- (c) 526,316 Shares are proposed to be issued to Mr Mark Hanlon, 526,316 Shares are proposed to be issued to Mr Brendan Jesser and 526,315 Shares are proposed to be issued to Mr Anthony McIntosh, being a total of 1,578,947 Shares;
- (d) the Shares will be issued no later than one month after the date of the Meeting however are proposed to be issued on or around 26 March 2021;
- (e) the issue price of the Shares will be \$0.095 (9.5 cents) per Share;
- (g) Funds raised under the Tranche 2 Placement to Directors, will be used for general working capital purposes including costs associated with the potential acquisition of suitable project(s) in the Materials (or other) sectors including due diligence and any potential re-compliance costs.

Board Recommendation

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Shares) recommends that shareholders vote in favour of Resolutions 4, 5 and 6. The Chairman will vote undirected proxies in favour of Resolutions 4, 5 and 6.

Voting Exclusions

Refer to note 6 for voting exclusions on this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Copper Strike Limited ACN 108 398 983;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Option**” means the right of the holder to be issued one new Share on payment of the applicable exercise price;

“**Placement**” means the Placement as announced on 8 February 2021;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company; and

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

ANNEXURE 1

Terms and Conditions of the Options

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) 4,420,000 unlisted options as follows, subject to these terms and conditions:

Number of Options	Exercise Price	Expiry Date
2,210,000	14 cents	31 January 2024
2,210,000	17 cents	31 January 2024

- (ii) If Canaccord Genuity (Australia) Limited terminates the engagement letter as corporate advisor between it and the Company (where the Company did not acquire an asset introduced to the Company by Canaccord Genuity (Australia) Limited) then the Options shall immediately lapse.
- (iii) If a takeover bid within the meaning of the *Corporations Act 2001* (Cth) is made for the shares in the Company and the bidder becomes entitled to compulsorily acquire all of the shares, any Options not exercised by the date which is seven days after the date the bidder became so entitled shall immediately lapse.
- (iv) If a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which may be that a person will have a relevant interest in at least 90% of the ordinary shares in the Company and shareholders pass the resolution by the requisite majorities, any Options not exercised by the date which is seven days after the date of the meeting shall immediately lapse.
- (v) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (vi) The Options cannot be exercised if, as a result of the exercise, the Optionholder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vii) Remittances must be made payable to 'Copper Strike Limited' and cheques should be crossed 'Not Negotiable'.
- (viii) All Options will lapse on the earlier of the:
 - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option;
 - (B) expiry of the final date and time for exercise of the Option; and
- (ix) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation

- (i) The Company will not apply to the ASX for Official Quotation of the Options.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options

within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

(i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.

(ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:

(A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;

(D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;

(E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and

(F) in the event of any other re-organisation of the issued capital of the Company, the number of Options or the exercise price or both will be re-organised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.

(f) Adjustments to Options and Exercise Price

(i) No adjustments to the number of Shares over which Options exist and/or the exercise price may be made to take account of changes to the capital structure of the Company by way of pro-rata cash issues.

(ii) If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

(g) Transfer of Options

The options are non-transferrable except with the consent of the Company.



Copper Strike Limited | ACN 108 398 983

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Sunday, 28 March 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
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