
STRICKLAND METALS LIMITED

ACN 109 361 195

Notice of Annual General Meeting

TIME: 3:00pm (AEDT)

DATE: 30 November 2021

**PLACE: Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000
Australia**

This Notice of Meeting and the attached 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 professional advisers prior to voting.

Should you wish to discuss the matters in this notice please do not hesitate to contact the Company Secretary on +61 2 8316 3991.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Meeting of the Shareholders of Strickland Metals Limited ACN 109 361 195 (ASX:STK) (**Company**) to which this Notice relates, will be held at 3:00 pm (AEDT) on 30 November 2021 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to government restrictions limiting physical gatherings as a result of COVID-19, Shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink virtually.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_i6ylg1K3TjSWcbmUVkS2Kw

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Annual General Meeting.

The Notice is also being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://www.stricklandmetals.com.au/investors/asx-announcements>

Online Voting

Due to the COVID-19 social distancing restrictions, travel restrictions and other requirements imposed by the Federal and State governments, physical attendance at the Meeting by Shareholders and hence voting in person will not be permitted. Attendance will only be available by weblink (and you must register your attendance with the Company or Share Registry as noted above).

Shareholders who wish to vote virtually on the day of the Annual General Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic. What are the next steps?

Shareholders who have an existing account with Automic (note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Annual General Meeting:

1. **(Login)** Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by proxy

A member entitled to attend and vote at the meeting may appoint a proxy.

The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please carefully read the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Due to COVID-19 restrictions hand delivery of proxies will not be available.
By Email	hello@automicgroup.com.au

Proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

Proxy forms received later than this time will be invalid.

Voting Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any resolution, in which case an ASX announcement will be made.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Questions

Shareholders are also encouraged to submit questions in advance of the Annual General Meeting to the Company. Questions must be submitted in writing to the Company Secretary, at info@stricklandmetals.com.au at least 48 hours before the Meeting. However, shareholders will be given an opportunity to ask questions on the day of the meeting using the Q&A function.

NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at 3:00 pm (AEDT) on 30 November 2021 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to government restrictions limiting physical gatherings as a result of COVID-19, Shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink virtually.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_i6ylg1K3TjSWcbmUVkS2Kw

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Annual General Meeting.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the proxy form are part of this Notice.

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7:00 pm (AEDT) on 28 November 2021.

In light of the COVID-19 pandemic, the Company encourages all Shareholders to vote by proxy in advance of the Meeting.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2021, together with the declaration of Directors, the Remuneration Report and the Report of the Directors and the Auditor, which relate to the Financial Reports.

A copy of the 2021 Annual Report may be obtained from the Company's website at www.stricklandmetals.com.au.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, pass with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report within the Annual Report for the year ended 30 June 2021, prepared in accordance with section 300A of the Corporations Act"

Please note that in accordance with section 250R(3) of the Corporations Act, the votes cast on this Resolution are advisory only and do not bind the Company nor the Directors.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf any person who is a member of the Key Management Personnel, details of whose remuneration is considered in the Remuneration Report, or any person who is an Associate of those persons.

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

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 2 – 10% PLACEMENT CAPACITY

To consider, and if thought fit, pass with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes 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 issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in Section 2 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution 2 by any person (and any Associates of such a person) who is expected to participate in the 10% placement issue and a person who will obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 2 is passed. As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential (if and) issue of Equity Securities under ASX Listing Rule 7.1A.

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

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 3 – ELECTION OF DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of section 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4, Listing Rule 14.5 and for all other purposes, Mr Anthony McClure, being the Non-Executive Chairman who was appointed by the Board in April 2021 as an additional Director, and being eligible offers himself for election, is elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Mr McClure or his Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 4 – ELECTION OF DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of section 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4, Listing Rule 14.5 and for all other purposes, Mr David Morgan, being a Non-Executive Director who was appointed by the Board in April 2021 as an additional Director, and being eligible offers himself for election, is elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Mr Morgan or his Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and

- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 5 – ELECTION OF DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of section 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4, Listing Rule 14.5 and for all other purposes, Mr Trent Franklin, being a Non-Executive Director who was appointed by the Board in April 2021 as an additional Director, and being eligible offers himself for election, is elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Mr Franklin or his Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 – ELECTION OF DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of section 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4, Listing Rule 14.5 and for all other purposes, Mr Mark Cossom, being a Non-Executive Director who was appointed by the Board in May 2021 as an additional Director, and being eligible offers himself for election, is elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Mr Cossom or his Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 – ISSUE OF SHARES TO MILLROSE GOLD MINES LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the issue \$2,000,000 worth of Shares to Millrose Gold Mines Limited (or their nominee) (where the number of those Shares will determined as the number of Shares multiplied by the VWAP for the Company’s Shares during the 20 days on which trades have occurred before the day that is the Third Payment Date (being 18 December 2021) which represents a dollar (\$) value of \$2,000,000), as part consideration for the acquisition of the Millrose Gold Project as announced to ASX on 23 June 2021 on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Millrose Gold Mines Limited and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), any of its Associates.

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

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – RATIFICATION OF SHARES ISSUED TO TARLKA MATUWA PIARKU (ABORIGINAL CORPORATION)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,851,852 Shares to Tarlka Matuwa Piarku (Aboriginal Corporation) (or their nominee) as part of the Native Land Access and Mineral Exploration Agreement entered into between the parties, and otherwise on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Tarlka Matuwa Piarku (Aboriginal Corporation) or any person who may participated in the issue of Shares considered under this Resolution.

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

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 9 – APPOINTMENT OF BDO AUSTRALIA AS AUDITORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

“That, subject to ASIC consent being received by the Company for KPMG to resign as auditor of the Company, for the purpose of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of the auditor, be appointed as auditor of the Company, effective immediately.”

Voting Exclusion Statement: There is no voting exclusion for this resolution.

11. OTHER BUSINESS

To consider any other business that may be validly brought before the Meeting.

DATED: 29 OCTOBER 2021

BY ORDER OF THE BOARD

**SLEIMAN MAJDOUB
COMPANY SECRETARY
STRICKLAND METALS LIMITED**

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered Shareholders at 7:00 pm (AEDT) on 28 November 2021 (**Entitlement Time**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

PROXIES

Please note that:

- (a) a Shareholder of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- (b) the appointment may specify the proportion or number of votes that the proxy may exercise;
- (c) a Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- (d) if the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half the votes;
- (e) a proxy need not be a Shareholder of the Company;
- (f) if a Shareholder wishes to appoint two proxies, they should contact the Company for another proxy form; and
- (g) unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, they should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the Corporations Act.

If any attorney or authorised officer signs the proxy form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the Meeting (i.e. by no later than 3:00 pm (AEDT) on 28 November 2021) in the following manner:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Due to COVID-19 restrictions hand delivery of proxies will not be available.
By Email	hello@automicgroup.com.au

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide to the Share Registry prior to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains background information pertaining to the Resolutions to be considered at the Meeting as well as information required to be given to Shareholders under the Listing Rules in relation to the Resolutions.

It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full and in conjunction with the other sections of this Document, in order to gain a comprehensive understanding of the Resolutions proposed in the Notice of Meeting.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional adviser.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 Background

The Annual Report for the year ended 30 June 2021 contains the Company's Remuneration Report on pages 21 to 30. The Remuneration Report sets out the Company's remuneration policies and reports the remuneration arrangements in place for the Directors of the Company.

The Corporations Act requires the agenda for the Annual General Meeting of a listed company to include a resolution for the adoptions of the Remuneration Report. The Corporations Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

The Board is committed to ensuring that the remuneration structure for senior executives is closely aligned to the strategy and business objectives of the Company, with a focus on driving a performance culture and delivering results that are acceptable to Shareholders. Shareholders will be given a reasonable opportunity at the Meeting to raise questions and make comments on the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors of Strickland. However, the Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of Strickland.

1.2 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, is set out in the Notice.

2. RESOLUTION 2 – 10% PLACEMENT CAPACITY

2.1 Requirement for Shareholder Approval under Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12-month period, following approval at its Annual General Meeting (**10% Placement Capacity**). This 10% Placement is in addition to the 15% placement capacity that a Company may utilise according to Listing Rule 7.1.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than A\$300 million.

The Company is seeking Shareholder approval to enable the Company to issue Equity Securities under the 10% Placement Capacity. The exact number of Shares that may be issued by the Company pursuant to this Resolution 2 will be determined in accordance with Listing Rule 7.1A.2.

2.2 Required information under Listing Rule 7.3A

For the purpose of Listing Rule 7.3A, the Company gives the following details in relation to this Resolution 2:

(a) *Formula for calculating the 10% Placement Capacity:*

The number of Equity Securities which the Company may issue pursuant to this Resolution 2 in accordance with Listing Rule 7.1A.2 may be calculated in accordance with the following formula:

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

Where:

A is the number of Shares on issue at the commencement of the relevant period,

- (i) **plus** the number of fully paid ordinary shares issued in the previous in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- (ii) **plus** the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - A. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - B. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- (iii) **plus** the number of partly paid securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - A. the agreement was entered into before the commencement of the relevant period; or
 - B. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
- (iv) **plus** the number of fully paid ordinary securities issued in the relevant period with approval of holders of shares under Listing Rule 7.1 and 7.4,
- (v) **plus** the number of partly paid ordinary securities that became fully paid in the relevant period,
- (vi) **less** the number of fully paid ordinary shares cancelled in the relevant period.

D is 10%

E is 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 rule 7.4.

In relation to the Company, "relevant period" means the 12 month period immediately preceding the date of issue or agreement.

(b) *Issue price of securities*

The minimum price at which Equity Securities are issued will not be less than 75% of the volume weighted average price of the Equity Securities in the same class, calculated on the 15 trading days on which trades were recorded immediately before:

- (i) the date on which the Equity Securities are issued or agreed to be issued by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within ten trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) *Risk of economic and voting dilution of ordinary securities holders*

Any issue of Equity Securities under the 10% Placement will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing members from the issue of Equity Securities under the 10% Placement calculated in accordance with the formula in ASX Listing Rule 7.1A.2. The table considers the current number of shares on issue, the effect of a change in the number of shares on issue, and a variation in the issue price of shares (noting that shares may only be issued at up to a 25% discount based on the volume weighted average price of the shares calculated over the 15 trading days preceding the issue.)

VOTING DILUTION

Number of shares on issue	Dilution variable	\$0.044 (50% decrease in current issue price)	\$0.088 (current issue price)	\$0.176 (100% increase in current issue price)
1,093,319,459 (current)	Additional 10% shares issued	109,331,945	109,331,945	109,331,945
	Funds raised	\$4,810,605	\$9,621,211	\$19,242,422
1,639,979,188 (50% increase)	Additional 10% shares issued	163,997,918	163,997,918	163,997,918
	Funds raised	\$7,215,908	\$14,431,817	\$28,863,634
2,186,638,918 (100% increase)	Additional 10% shares issued	218,663,891	218,663,891	218,663,891
	Funds raised	\$9,621,211	\$19,242,422	\$38,484,845

This tables makes the following assumptions:

- (i) the current number of Shares on issue is the number of Shares on issue at as the date of this Notice;
- (ii) the current issue price is the closing price of Shares on 22 October 2021;
- (iii) the Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- (iv) the calculations above do not show the dilution that any one Shareholder will be subject to - all Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances; and
- (v) this table does not consider any dilution which may occur subject to ASX Listing Rule 7.1.

There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price which is at a discount to the market price for the Company's Equity Securities on the issue date.

(d) Date approval will expire

The approval given pursuant to Resolution 2 will expire on the earlier of:

- (i) The date that is 12 months after the date of the Meeting at which approval for this Resolution is obtained; or
- (ii) The time and date of the Company's next annual general meeting; or
- (iii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by the ASX.

(e) Purpose

The Company may issue Equity Securities under its 10% Placement for various purposes including the following:

- (i) progression of the Company's Gidgee Project and regional projects;
- (ii) acquisition opportunities; and
- (iii) general working capital purposes.

(f) Allocation policy

The allottees of the Equity Securities under the 10% Placement Capacity have not yet been determined, however, the Company may issue Equity Securities under the 10% Placement Capacity to current Shareholders or new investors or both. No recipients of Equity Securities under the 10% Placement Capacity will be related parties of the Company.

The Company will determine who will receive Equity Securities under the 10% Placement Capacity if and when it decides to utilise the 10% Placement Capacity, taking into consideration the following:

- (i) the purpose of the issue;
- (ii) alternative fund raising methods available;
- (iii) the effect of the issue on the Company;
- (iv) the circumstances of the Company, financial and otherwise;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (as applicable).

(g) Prior approval

The Company obtained approval at the 2020 AGM under Listing Rule 7.1A.

(h) Issue of Shares under rule 7.1A.2 since 2020 AGM

The Company has not issued any shares under rule 7.1A.2 (**7.1A.2 Shares**) in the 12 months preceding the date of the Meeting.

2.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 2 and whose votes will be disregarded if cast on Resolution 2, is set out in the Notice.

2.4 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 2. Each Director confirms that he has no personal interest in the outcome of Resolution 2 other than in his capacity as a Shareholder or an Associate of a Shareholder.

3. RESOLUTION 3 – ELECTION OF MR ANTHONY MCCLURE

3.1 Background

Mr Anthony McClure was appointed to the Board of the Company as the non-executive Chairman on 1 April 2021.

Mr McClure is a highly respected mining executive and currently Managing Director of Silver Mines Limited. He is also a past director of Bolnisi Gold NL, Nickel Mines Limited, European Gas Limited and Mekong Minerals Limited. Mr McClure graduated with a Bachelor of Science (Geology) degree from Macquarie University in 1986. He has had over 30 years technical, management and financial experience in the resource sector worldwide in project management and executive development roles.

3.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director who has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

Section 201H(3) of the Corporations Act also provides that any director who has been appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM.

Article 14.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr McClure as a Director of the Company.

If this Resolution is not approved, Mr McClure will not be able to serve as a member of the Board and the Company will need to consider other appropriately qualified members to serve on its board.

3.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 3, and whose votes will be disregarded if cast on Resolution 3, is set out in the Notice.

3.4 Recommendation of Directors

Each Director, other than Mr McClure, who has a personal interest in the outcome of Resolution 3, recommends that Shareholders vote **IN FAVOUR** of Resolution 3. Each Director, other than Mr McClure, confirms that they have no personal interest in the outcome of Resolution 3 other than in their capacity as a Shareholder or an Associate of a Shareholder.

4. RESOLUTION 4 – ELECTION OF MR DAVID MORGAN

4.1 Background

Mr David Morgan was appointed to the Board of the Company as a non-executive director on 1 April 2021.

Mr Morgan is a highly experienced mining executive with more than 30 years' experience across Australia and Africa. He has held numerous senior executive development and mine operations roles involving project engineering, maintenance and contract earthmoving for Rio Tinto, Equigold, Macmahon and WMC Resources. Mr Morgan was previously the managing director of Syndicated Metals Limited (now named DiscovEx Resources) and currently serves as a non-executive director of DiscovEx Resources Limited.

4.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director who has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

Section 201H(3) of the Corporations Act also provides that any director who has been appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM.

Article 14.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr David Morgan as a Director of the Company.

If this Resolution is not approved, Mr Morgan will not be able to serve as a member of the Board and the Company will need to consider other appropriately qualified members to serve on its board.

4.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 4, and whose votes will be disregarded if cast on Resolution 4, is set out in the Notice.

4.4 Recommendation of Directors

Each Director, other than Mr Morgan, who has a personal interest in the outcome of Resolution 4, recommends that Shareholders vote IN FAVOUR of Resolution 4. Each Director, other than Mr Morgan, confirms that they have no personal interest in the outcome of Resolution 4 other than in their capacity as a Shareholder or an Associate of a Shareholder.

5. RESOLUTION 5 – ELECTION OF MR TRENT FRANKLIN

5.1 Background

Mr Trent Franklin was appointed to the Board of the Company as a non-executive director on 12 April 2021.

Mr Franklin is a qualified geologist with a strong track record of corporate experience. He is currently the non-executive Chairman of listed company Gateway Mining Limited. He is currently the Managing Director of Enrizen Financial Group and formerly a director of the Australian Olympic Committee Inc. and Australian Water Polo Inc. He is also an Associate of the Australian Institute of Company Directors. Furthermore, Mr Franklin is currently Company Secretary of listed company Silver Mines Limited.

5.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director who has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

Section 201H(3) of the Corporations Act also provides that any director who has been appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM.

Article 14.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr Trent Franklin as a Director of the Company.

If this Resolution is not approved, Mr Franklin will not be able to serve as a member of the Board and the Company will need to consider other appropriately qualified members to serve on its board.

5.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 5, and whose votes will be disregarded if cast on Resolution 5, is set out in the Notice.

5.4 Recommendation of Directors

Each Director, other than Mr Franklin, who has a personal interest in the outcome of Resolution 5, recommends that Shareholders vote IN FAVOUR of Resolution 5. Each Director, other than Mr Franklin, confirms that they have no personal interest in the outcome of Resolution 5 other than in their capacity as a Shareholder or an Associate of a Shareholder.

6. RESOLUTION 6 – ELECTION OF MR MARK COSSOM

6.1 Background

Mr Mark Cossom was appointed to the Board of the Company as a non-executive director on 10 May 2021.

Mr Cossom is a highly regarded geologist and mining executive, with an extensive background in gold exploration and mining, coupled with strong economic evaluation and corporate experience. He is currently Managing Director of Gateway Mining Limited, a large shareholder in Strickland. Mr Cossom was a key part of the team that helped transform Doray Minerals from a junior gold explorer to an ASX300 gold miner, holding a range of senior positions with Doray, including as General Manager-Geology and Exploration (prior to its takeover by Silver Lake Resources Ltd).

Importantly for Strickland, Mr Cossom is extremely familiar with the Horse Well gold project, having been responsible for Doray/Silver Lake's joint venture interest in the project, including managing exploration activities during its time as operator of the JV.

6.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director who has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

Section 201H(3) of the Corporations Act also provides that any director who has been appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM.

Article 14.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr Mark Cossom as a Director of the Company.

If this Resolution is not approved, Mr Cossom will not be able to serve as a member of the Board and the Company will need to consider other appropriately qualified members to serve on its board.

6.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 6, and whose votes will be disregarded if cast on Resolution 6, is set out in the Notice.

6.4 Recommendation of Directors

Each Director, other than Mr Cossom, who has a personal interest in the outcome of Resolution 6, recommends that Shareholders vote IN FAVOUR of Resolution 6. Each Director, other than Mr Cossom, confirms that they have no personal interest in the outcome of Resolution 6 other than in their capacity as a Shareholder or an Associate of a Shareholder.

7. RESOLUTION 7 – ISSUE OF SHARES TO MILLROSE GOLD MINES LIMITED

7.1 Background

On 23 June 2021, the Company announced it had entered into a binding term sheet ("Binding Term Sheet") with Millrose Gold Mines Limited ACN 126 072 884 and Golden Eagle Mining Pty Ltd ACN 641 411 298 (collectively, **Vendors**) to acquire the Millrose Gold Project (Millrose Transaction).

The Millrose Gold Project lies adjacent to the Company's Horse Well Project and the soon to be acquired Yandal East Gold Project (as announced 9 June 2021). The Millrose Gold Project is approximately 600km² in size and lies roughly 30km due east of Northern Star Resources Limited's 10m oz+ Jundee operation.

This Millrose Transaction transforms Strickland into a significant, emerging Western Australian gold company.

The Millrose Transaction completes the Company's plan to consolidate the north-eastern flank of the Yandal Greenstone Belt. The acquisition also increases the Company's resource base to over 600,000 ozs Au (11.72Mt @1.60g/t Au for 603,000 Au).

Key Transaction terms

The Company will pay the following consideration to the Vendors:

1. \$1,000,000 cash upon signing the binding term sheet (Initial Payment) (paid);
2. \$5,000,000 cash within three months of the Initial Payment (Second Payment) (paid);
3. \$4,000,000 within three months (Third Payment Date) of the Second Payment; (Third Payment);

The Third Payment can be structured as either:

- a. \$4,000,000 cash; or

- b. \$2,000,000 cash and \$2,000,000 in fully paid ordinary shares in Strickland which are freely tradable (Tranche 3 Shares). The share price for the Tranche 3 Shares will be calculated based on a volume weighted average price of the shares at close of trading on the 20 trading days immediately prior to the Third Payment Date;

at the Company's election.

Completion of the Millrose Transaction is subject to Strickland, within 90 days of signing the Binding Term Sheet, obtaining any such approvals as may be required to give effect to the transaction, including shareholder approval, governmental consents and approvals for the transfer of the Tenements and any other approvals required to transfer the Tenements required under any native title or heritage agreements. The Vendors and Strickland must also enter into a deed of assignment and assumption and any other documents necessary in respect of the royalty over E53/1962 (collectively, **Conditions**).

The Company is now seeking Shareholder approval under this Resolution to issue the Tranche 3 Shares to Millrose Gold Mines Limited or its nominee pursuant to Listing Rule 7.1.

7.2 Requirement for Shareholder approval under Listing Rule 7.1

Listing Rule 7.1, known as the "15% rule", limits the capacity of an ASX-listed entity to issue Equity Securities without the approval of its security holders.

In essence, Listing Rule 7.1 provides that an entity may not issue or agree to issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue in the capital of the entity, 12 months prior to the proposed date of issue or agreement to issue plus any additional ordinary securities issued by the entity with security holder approval or in reliance on an exception to Listing Rule 7.1 during that 12 month period, unless the issue or agreement to issue is approved by security holders or otherwise comes within one of the exceptions to Listing Rule 7.1.

The effect of Shareholders passing this Resolution will be to enable the Company to issue the Tranche 3 Shares to Millrose Gold Mines Limited in compliance with Listing Rule 7.1. For this reason, Shareholders are asked to consider and vote upon this Resolution.

If approval is not obtained to issue the Tranche 3 Shares, then the Company will be required to pay the entire Third Payment in cash.

7.3 Information required by Listing Rule 7.3

For the purpose of Listing Rule 7.3, the following information in relation to the issue of the Consideration Shares is provided:

(a) Maximum number of securities to be issued

The number of Tranche 3 Shares which, when multiplied by the VWAP for the Company's Shares during the 20 days on which trades have occurred before the day that is the Third Payment Date (being 18 December 2021) which represents a dollar (\$) value of \$2,000,000.

(b) Last date for issuing the securities

The Shares the subject of this Resolution will, subject to Shareholder approval, be issued by no later than three months after the date of the Meeting (or before such later date permitted by any waiver or modification of the Listing Rules granted by ASX).

(c) Consideration and Purpose of the issue

The Tranche 3 Shares represent approximately \$2,000,000 to be paid to Millrose Gold as part consideration for the acquisition of the Millrose Gold Project. Please refer to section 7.3(h) below which summarises the material terms of the agreement including the issue of the Tranche 3 shares.

(d) *Parties to whom the securities will be issued*

Millrose Gold Mines Limited or its nominee.

(e) *Terms of issue of the securities*

The Tranche 3 Shares will be issued on the same terms and rank equally as existing Shares on issue.

(f) *Funds raised from the issue of securities*

No funds will be raised for the issue of the Tranche 3 Shares as they are issued as part consideration for the acquisition of the Millrose Gold Project.

(g) *Anticipated issue date*

Subject to the timeframe set out in paragraph (b) above, it is currently anticipated that, subject to Shareholder Approval, the Tranche 3 Shares will be issued on or about 18 December 2021.

(h) *Material Terms of an agreement to which securities were issued*

The Company will pay the following consideration to the Vendors:

1. \$1,000,000 cash upon signing the binding term sheet (**Initial Payment**) (paid);
2. \$5,000,000 cash within three months of the Initial Payment (**Second Payment**) (paid);
3. \$4,000,000 within three months (**Third Payment Date**) of the Second Payment; (**Third Payment**);

The Third Payment can be structured as either:

- a. \$4,000,000 cash; or
- b. \$2,000,000 cash and \$2,000,000 in fully paid ordinary shares in Strickland which are freely tradable (**Tranche 3 Shares**). The share price for the Tranche 3 Shares will be calculated based on a volume weighted average price of the shares at close of trading on the 20 trading days immediately prior to the Third Payment Date;

at the Company's election.

Completion of the Millrose Transaction is subject to Strickland, within 90 days of signing the Binding Term Sheet, obtaining any such approvals as may be required to give effect to the transaction, including shareholder approval, governmental consents and approvals for the transfer of the Tenements and any other approvals required to transfer the Tenements required under any native title or heritage agreements. The Vendors and Strickland must also enter into a deed of assignment and assumption and any other documents necessary in respect of the royalty over E53/1962 (Collectively, **Conditions**).

The parties have entered into a more detailed Sale and Purchase Agreement on the terms and conditions stated above.

7.4 Voting Exclusion Statement

A description of the persons not permitted to vote on this Resolution, and whose votes will be disregarded if cast on this Resolution, is set out in the Notice.

7.5 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of this Resolution.

Each Director confirms that he has no personal interest in the outcome of this Resolution other than in his capacity as a Shareholder or an Associate of a Shareholder.

8. RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES TO TARLKA MATUWA PIARKU (ABORIGINAL CORPORATION)

8.1 Background

As announced on 12 October 2021, the Company has entered into a Native Title Land Access and Mineral Exploration Agreement (**LAEA**) with Tarlka Matuwa Piarku (Aboriginal Corporation) RNTBC (**TMPAC**) for the whole of the Company's Yandal Project in the Wiluna area.

Execution of the LAEA is a key milestone in the rapid development of the Yandal Project. The LAEA will provide significant benefits to TMPAC and the local community with opportunities for local Wiluna local people to be directly involved in the Yandal Project through employment and community engagement.

The Company and TMPAC have established a collaborative relationship enabling them to negotiate their landmark LAEA that respects the heritage of the area and ensuring on-going benefits in the local community whilst providing the Company with the certainty required to continue development.

As part of the LAEA, the Company agreed to issue TMPAC 1,851,852 Shares at an issue price of \$0.054 per Share, which will be subject to a two year voluntary escrow period (**TMPAC Shares**). The TMPAC Shares were issued on 12 October 2021.

Please refer to the Company's announcement dated 12 October 2021 for further details of the LAEA.

8.2 Subsequent approval of an issue of Securities under Listing Rule 7.4 and 7.5

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**). Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Listing Rule 7.4 stipulates that an issue of Equity Securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with it is subsequently approved by Shareholders.

The issue of the TMPAC Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses part of the Company's 15% capacity in Listing Rules 7.1, and if this Resolution is not approved it reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the TMPAC Shares.

8.3 Additional disclosure

The following information in relation to the TMPAC Shares the subject of this Resolution is provided to the Shareholders for the purposes of Listing Rule 7.5.

(a) Equity Securities issued

1,851,852 Shares.

(b) Consideration

\$100,000 paid in Shares, which represented part of the community benefits to be provided to TMPAC under the LAEA.

(c) Terms

The TMPAC Shares will be subject to voluntary escrow from the date of execution of the LAEA to a date which is 24 months after that date. They will otherwise be issued on the same terms and rank equally as existing Shares on issue.

(d) Persons to whom Equity Securities were issued

Tarlka Matuwa Piarku (Aboriginal Corporation) or its nominee.

(e) Use of funds raised

No funds were raised for the issue of the TMPAC Shares as they are issued as a community benefit to TMPAC under the LAEA.

(f) Date on which the Company issued the securities

12 October 2021

(g) Purpose of the Issue

The TMPAC Shares were issued as part of the community benefits to be provided to TMPAC under the LAEA.

(h) Material Terms of an agreement to which securities were issued

As consideration for entering into the LAEA, the Company has agreed to provide TMPAC the following:

- (i) \$100,000 in Shares, (calculated as 1,851,852 Shares at an issue price of \$0.054 per Share), which will be subject to a two year voluntary escrow period;
- (ii) each year, an amount equal to 50% of the statutory rent paid to the mines department with respect to the tenements that are subject to the LAEA; and
- (iii) each year, an amount of 2% of the amount incurred by the Company as ground disturbing activity, non-ground disturbing activity and heritage surveys during the 12 month period in respect of each tenement that is subject to the LAEA.

TMPAC and the broader Wiluna Community will receive other significant economic, social, and environmental benefits, including:

- Community support programs;
- Aboriginal business development and contracting opportunities; and
- Heritage and land management opportunities.

The LAEA also includes an agreed procedure for the grant of any necessary statutory Aboriginal heritage consents for project operations.

8.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 8, and whose votes will be disregarded if cast on Resolution 8, are set out in the Notice.

8.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 8.

Each Director confirms that he has no personal interest in the outcome of Resolution 8.

9. RESOLUTION 9 – APPOINTMENT OF BDO AUDIT PTY LTD AS AUDITORS

9.1 Background

The Company's existing auditor is KPMG. KPMG has been its auditor since the Company was admitted to ASX in 2006.

KPMG has lodged a notice with ASIC seeking ASIC's consent to KPMG resigning as the Company's auditor to take effect from the AGM.

The Company wishes to thank KPMG for all its assistance in relation to the audit services it has provided since the Company's admission to the ASX.

Subject to the ASIC's consent on KPMG's resignation, and in accordance with Section 327B of the Corporations Act, the Company is proposing to appoint BDO Audit Pty Ltd as its auditor which will, if this resolution is passed, take effect from the date of the AGM.

On this basis, it is a requirement under the Corporations Act that a member provide written nomination of the Company for appointment not less than 21 days before the meeting. The Company has received a nomination from a member to appoint BDO Audit Pty Ltd as the Company's auditor (a copy of which is set out in Annexure 'B').

The Board's decision to change the auditors was part of the Company's overall review of contract services, and consistent with the auditor independence statutory framework, which encourages companies to refresh auditors from time to time. The Company selected BDO Audit Pty Ltd based on their reputation and experience within junior ASX listed companies along with being Sydney based in line with the Company's management and finance functions.

BDO Audit Pty Ltd has consented and as at the date of this Notice has not withdrawn its consent to act as the Company's auditor. A copy of the BDO Australia's consent to act as auditor is set out in Annexure C of this Notice.

If Resolution 9 is passed, the appointment of BDO Australia as the Company's auditor will take effect at the close of this Meeting.

9.2 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 9.

Each Director confirms that he has no personal interest in the outcome of Resolution 9.

ENQUIRIES

Shareholders are advised to contact Sleiman Majdoub, the Company Secretary, on 02 8316 3991 if they have any queries in respect of the matters set out in this Document.

GLOSSARY

For the purposes of this Document, the following terms have the meanings prescribed below:

\$	Australian dollars.
2020 AGM	The annual general meeting of the Company held on 26 November 2020.
AEDT	Australian Eastern Daylight Time.
Associate	Has the meaning given in Listing Rule 19.12.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
Board	The board of directors of the Company as constituted from time to time.
Chair	The person chairing the Meeting.
Company or Strickland	Strickland Metals Limited (ACN 109 361 195)
Constitution	The constitution of the Company (as amended from time to time).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company as at the date of this Document.
Document	This document entitled “Notice of Annual General Meeting”, including any annexures or schedules to or of this document.
Equity Security	Has the meaning given in Listing Rule 19.12.
Explanatory Statement	The section entitled “Explanatory Statement” of this Document, forming part of the Notice.
Listing Rules	The listing rules of the ASX as amended from time to time.
Meeting	The Annual General Meeting of the Company convened pursuant to this Notice.
Notice or Notice of Meeting	The notice convening this Meeting as set out in this Document.
Ordinary Resolution	A resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
Proxy Form	The proxy form attached to this Document.
Related Party	Has the meaning given to that term in Listing Rule 19.12.
Resolution	A resolution set out in the Notice.
Share Registry	Automic Registry Services Pty Ltd (ACN 152 260 814).
Share	A fully paid ordinary share in the issued share capital of the Company.

Shareholder	A person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.
Sophisticated Investor	A person to whom an offer of the Company's Equity Securities may be made without disclosure in reliance on section 708(8) or 708(11) of the Corporations Act and that is not already a Related Party of the Company.
Special Resolution	A resolution of Shareholders that is approved by 75% of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
VWAP	Volume weighted average price.

**ANNEXURE A – APPOINTMENT OF PROXY FORM – STRICKLAND
METALS LIMITED**



STRICKLAND
METALS LIMITED

Strickland Metals Limited | ACN 109 361 195

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **3.00pm (AEDT) on Sunday, 28 November 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:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 3: Sign Here + Contact Details

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

ANNEXURE B – NOMINATION OF AUDITOR

8 October 2021

To: Sleiman Majdoub, Company Secretary, Strickland Metals Limited

Notice of Nomination of Auditor

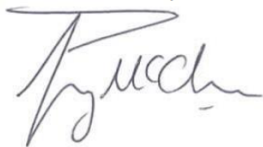
I, Anthony McClure, shareholder of Strickland Metals Limited (**Company**), hereby nominate, pursuant to section 328B of the Corporations Act 2001 (Cth) (**Corporations Act**), BDO Audit Pty Ltd to be appointed as the Company's auditor, subject to:

- (a) the resignation of the Company's current Auditor, KPMG; and
- (b) the Company receiving consent to the appointment from BDO Audit Pty Ltd,

and request that the Company seek approval from its shareholders to the appointment of pursuant to sections 327B of the Corporations Act at the Company's next Annual General Meeting.

Please provide a copy of this notice to each of KPMG and BDO Audit Pty Ltd in accordance with sections 328B(3) of the Corporations Act.

Yours faithfully



Anthony McClure

Director and Shareholder of Strickland Metals Limited

ANNEXURE C – AUDITOR’S CONSENT TO ACT



Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret St
Sydney NSW 2000
Australia

Mr Sleiman Majdoub
Strickland Metals Limited
Suite 8
7 The Esplanade
Mt Pleasant, WA 6153

11 October 2021

Dear Mr Sleiman Majdoub

RESIGNATION AND APPOINTMENT OF AUDITOR - STRICKLAND METALS LIMITED

In accordance with section 328A(1) of the Corporations Act 2001, we hereby consent to act as auditors of Strickland Metals Limited, subject to ASIC’s consent to the resignation of KPMG.

This consent shall remain in force until revoked by us in writing.

Yours faithfully

BDO Audit Pty Ltd

BDO
A handwritten signature in dark ink, appearing to read 'Leah Russell', is written over the BDO logo.

Leah Russell

Partner

CORPORATE DIRECTORY

Board of Directors

Anthony McClure, Non-Executive Chairman
Trent Franklin, Non-Executive Director
David Morgan, Non-Executive Director
Paul Skinner, Non-Executive Director
Mark Cossom, Non-Executive Director

Chief Executive Officer

Mr Andrew Bray

Company Secretary

Mr Sleiman Majdoub

Registered Office

Suite 8, 7 The Esplanade
Mt Pleasant WA 6153

Phone: +61 2 8316 3991

Company Website

www.stricklandmetals.com.au

Share Registry

Automic Registry Services Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000
Australia

Phone: 1300 288 664
International: +61 2 9698 5414