



21 March 2023

Dear Shareholder

### General Meeting – Notice and Proxy Form

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Strickland Metals Limited (**Company** or **Strickland**) will be held at 12:00 pm (AEST) on 21 April 2023, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

In accordance with recent modifications to the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (**Notice of Meeting**) to shareholders unless a shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

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

Alternatively, the Notice will also be available on the ASX website, ticker code: STK, at the following link:

<https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements>

If you are unable to attend the Meeting, you can lodge a proxy vote online via our Share Registry by taking the following steps:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Log on using your unique shareholder identification number and enter your Australian postcode as well as the Company's ASX code (if you are an overseas resident please amend the country name to the country in which you reside).
3. Select on the "I'm not a robot" box and follow the prompt.
4. Click on the "Meetings" button.
5. Click on the "vote" button.

Alternatively, you can complete and lodge the personalised Proxy Form for the Meeting enclosed with this letter.

In order for your proxy to count, you will need to either complete an online proxy, or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 12:00PM (AEST) on 19 April 2023.

The Company strongly encourages all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company's web-site and the ASX Market Announcements Platform. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic on 1300 288 664.

This ASX announcement was approved and authorised for release by the Chief Executive Officer of the Company.

Yours faithfully  
Strickland Metals Limited

**Andrew Bray**  
Chief Executive Officer  
For more information contact:  
Phone: +61 (8) 6317 9875  
[info@stricklandmetals.com.au](mailto:info@stricklandmetals.com.au)

---

**STRICKLAND METALS LIMITED**

**ACN 109 361 195**

**Notice of Extraordinary General Meeting**

---

**TIME: 12:00pm (AEST)**

**DATE: 21 April 2023**

**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 8 6317 9875.*

# Contents

VENUE .....	3
VOTING IN PERSON.....	3
VOTING BY PROXY .....	3
NOTICE OF MEETING .....	5
ORDINARY BUSINESS.....	5
1.RESOLUTION 1 – RATIFICATION OF FEBRUARY 2023 PLACEMENT SHARES .....	5
2.RESOLUTION 2 – ISSUE OF SECURITIES TO TRENT FRANKLIN FEBRUARY 2023 PLACEMENT .....	6
3.RESOLUTION 3 – ISSUE OF SECURITIES TO MARK COSSOM FEBRUARY 2023 PLACEMENT .....	6
4.OTHER BUSINESS .....	7
EXPLANATORY STATEMENT .....	9
ENQUIRIES .....	13
GLOSSARY .....	14
ANNEXURE A – APPOINTMENT OF PROXY FORM – STRICKLAND METALS LIMITED .....	15
CORPORATE DIRECTORY .....	16

---

## 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 12:00 pm (AEST) on 21 April 2023 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

The Notice is 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>

### VOTING IN PERSON

To vote in person, you will be required to attend the Meeting on the date and at the place set out above.

### 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:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By Hand</b>	Automic, level 5, 126 Phillip Street, Sydney NSW 2000
<b>By Email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

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 Extraordinary General Meeting to the Company. Questions must be submitted in writing to Sleiman Majdoub, Company Secretary, at [info@stricklandmetals.com.au](mailto: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.

---

## NOTICE OF MEETING

---

Notice is given that the Meeting of Shareholders will be held at 12:00pm (AEST) on 21 April 2023 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

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 (AEST) on 19 April 2023.

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. RESOLUTION 1 – RATIFICATION OF FEBRUARY 2023 PLACEMENT SHARES

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 117,968,750 Shares (at an issue price of \$0.032) on 13 February 2023 to Sophisticated Investors, institutional and professional investors who are not related parties of the Company, 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 any person who participated in the issue the subject of this Resolution and 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.

## 2. RESOLUTION 2 – ISSUE OF SECURITIES TO TRENT FRANKLIN FEBRUARY 2023 PLACEMENT

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 10.11 and for all other purposes, Shareholder approval is given for the issue of 6,875,000 Shares at a price of \$0.032 per Share, to Trent Franklin (or his nominees) as part of his participation in the Company’s placement announced on 3 February 2023 on the terms and conditions contemplated in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour on this Resolution by Trent Franklin 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), and any of their 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 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 3 – ISSUE OF SECURITIES TO MARK COSSOM FEBRUARY 2023 PLACEMENT

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 10.11 and for all other purposes, Shareholder approval is given for the issue of 156,250 Shares at a price of \$0.032 per Share, to Mark Cossom (or his nominees) as part of his participation in the Company’s placement announced on 3 February 2023 on the terms and conditions contemplated in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour on this Resolution by Mark Cossom 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), and any of their 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 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. OTHER BUSINESS**

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

**DATED: 21 MARCH 2023  
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 (AEST) on 19 April 2023 (**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 12:00 pm (AEST) on 19 April 2023) in the following manner:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By Hand</b>	Automic, level 5, 126 Phillip Street, Sydney NSW 2000
<b>By Email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

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 – RATIFICATION OF ISSUE OF FEBRUARY 2023 PLACEMENT SHARES

#### 1.1 Background

On 3 February 2023, the Company announced that it had completed a placement of 125,000,000 Shares at an issue price of \$0.032 to raise total funds of \$4 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors.

The Company received the support of its Directors in the Placement, and the issue of these shares to Directors will be subject to shareholder approval under Resolution 2 and 3 of this Notice.

The 117,968,750 Shares issued under the Placement to Sophisticated Investors who are not directors or related parties of the Company were issued using the Company's capacity under ASX Listing rule 7.1. The issue of these New Shares occurred on 13 February 2023. The Company now seeks shareholder approval to ratify the issue of these Shares pursuant to Listing Rule 7.4

#### 1.2 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 Placement 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 Placement Shares.

#### 1.3 Additional disclosure

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

(a) *Equity Securities issued*

117,968,750 fully paid ordinary shares.

*(b) Issue price*

The Shares were issued at \$0.032 per Share. The Company received an aggregate \$3,775,000 (before costs) as consideration for the issue of the Shares which are the subject of this Resolution.

*(c) Issue date*

The Shares were issued on 13 February 2023.

*(d) Terms*

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

*(e) Persons to whom Equity Securities were issued*

The Shares were issued to Sophisticated Investors, professional and institutional investors who are not Related Parties of the Company.

The participants in the Placement were introduced by brokers who assisted the Company with the Placement, or were prospective investors already known to the Company. The recipients were identified through a bookbuild process, which involved the brokers and the Company seeking expressions of interest from Sophisticated Investors, professional and institutional investors to participate in the Placement.

*(f) Use of funds raised*

The funds raised under the Placement the subject of this Resolution underpin the next phase of drilling and resource growth at the Company's flagship Yandal Project and regional projects. The proceeds also went towards costs associated with the Placement and for the Company's working capital needs.

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

The Shares were not issued under an agreement. The Shares were issued to Sophisticated Investors, professional and institutional investors who subscribed for the shares under the Placement.

## **1.4 Voting Exclusion Statement**

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

## **1.5 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.

## **2. RESOLUTION 2 – ISSUE OF SHARES TO TRENT FRANKLIN – FEBRUARY 2023 PLACEMENT**

### **2.1 Background**

See Section 1.1 above.

As noted above in Section 1.1, the Company received the support of its Directors in the Placement, and the issue of the portion Shares to Directors is subject to Shareholder Approval.

Trent Franklin (and or his nominees) has subject to shareholder approval agreed to invest a total of \$220,000 under the Placement being 6,875,000 Shares.

The Company is now seeking Shareholder approval under this Resolution to issue 6,875,000 Shares to Trent Franklin or his nominees pursuant to Listing Rule 10.11

## **2.2 Requirement for Shareholder Approval**

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is or was at any time in the 6 months before the issue or agreement a substantial (10%) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives then a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

Trent Franklin is a Related Party of the Company by virtue of being a Director.

Should this Resolution not be approved, the Company will not issue the Shares to Trent Franklin or his nominees and the Company will not accept funds from Trent Franklin as part of his participation under the Placement and this may affect the Company's exploration plans.

## **2.3 Information required by Listing Rule 10.13**

For the purpose of Listing Rule 10.13, the following information in relation to the Shares the subject of this Resolution is provided:

- (a) *Parties to whom the securities will be issued*

Trent Franklin or his nominees.

- (b) *Maximum number of securities to be issued*

6,875,000 fully paid ordinary shares.

- (c) *Date of issue*

The Company intends to issue the Shares the subject of this Resolution on the day immediately after the date of upon which this Resolution is duly approved or in any event, within one month from the date on which this Resolution is duly approved.

- (d) *Relationship of Related Party and Listing Rule Category*

Trent Franklin is a Director of the Company and therefore a related party under 10.11.1 of the ASX Listing Rules.

- (e) *Issue price and terms of issue*

The Shares to be issued to Trent Franklin (or his nominees) will be issued at \$0.032 per Share (the same price as the Placement). The Shares to be issued will be fully paid ordinary shares in the capital of the Company, and will be issued on the same terms and conditions as the Company's existing Shares.

The Company will receive \$220,000 (before costs) as consideration for the issue of the Shares which are the subject of this Resolution.

*(f) Use of funds raised*

The funds raised under the Placement and the subject of this Resolution underpin the next phase of drilling and resource growth at the Company's flagship Yandal Project and regional projects. The proceeds will also go towards costs associated with the Placement and for the Company's working capital needs.

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

The Shares which are subject to this Resolution were not subject to an agreement. The Shares will be issued to the director named above or their nominees as part of their subscription under the Placement.

## **2.4 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.

## **3. RESOLUTION 3 – ISSUE OF SHARES TO MARK COSSOM – FEBRUARY 2023 PLACEMENT**

### **3.1 Background**

See Section 3.1 above.

As noted above in Section 3.1, the Company received the support of its Directors in the Placement, and the issue of the portion Shares to Directors is subject to Shareholder Approval.

Mark Cossom (and or his nominees) has subject to shareholder approval agreed to invest a total of \$5,000 under the Placement being 156,250 Shares.

The Company is now seeking Shareholder approval under this Resolution to issue 156,250 Shares to Mark Cossom or his nominees pursuant to Listing Rule 10.11.

### **3.2 Requirement for Shareholder Approval**

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is or was at any time in the 6 months before the issue or agreement a substantial (10%) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

Mark Cossom is a Related Party of the Company by virtue of being a Director.

Should this Resolution not be approved, the Company will not issue the Shares to Mark Cossom or his nominees and the Company will not accept funds from Mark Cossom as part of his participation under the Placement and this may affect the Company's exploration plans.

### **3.3 Information required by Listing Rule 10.13**

For the purpose of Listing Rule 10.13, the following information in relation to the Shares the subject of this Resolution is provided:

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

Mark Cossom or his nominees.

*(b) Maximum number of securities to be issued*

156,250 fully paid ordinary shares.

*(c) Date of issue*

The Company intends to issue the Shares the subject of this Resolution on the day immediately after the date of upon which this Resolution is duly approved or in any event, within one month from the date on which this Resolution is duly approved.

*(d) Relationship of Related Party and Listing Rule Category*

Mark Cossom is a Director of the Company and therefore a related party under 10.11.1 of the ASX Listing Rules.

*(e) Issue price and terms of issue*

The Shares to be issued to Mark Cossom (or his nominees) will be issued at \$0.032 per Share (the same price as the Placement). The Shares to be issued will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.

The Company will receive \$5,000 (before costs) as consideration for the issue of the Shares which are the subject of this Resolution.

*(f) Use of funds raised*

The funds raised under the Placement and the subject of this Resolution underpin the next phase of drilling and resource growth at the Company's flagship Yandal Project and regional projects. The proceeds will also go towards costs associated with the Placement and for the Company's working capital needs.

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

The Shares which are subject to this Resolution were not subject to an agreement. The Shares will be issued to the director named above or their nominees as part of their subscription under the Placement.

### **3.4 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.

### **ENQUIRIES**

Shareholders are advised to contact Sleiman Majdoub, the Company Secretary, on 08 6317 9875 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:

<b>\$</b>	Australian dollars.
<b>AEST</b>	Australian Eastern Standard Time.
<b>Associate</b>	Has the meaning given in Listing Rule 19.12.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
<b>Board</b>	The board of directors of the Company as constituted from time to time.
<b>Chair</b>	The person chairing the Meeting.
<b>Company or Strickland</b>	Strickland Metals Limited (ACN 109 361 195)
<b>Constitution</b>	The constitution of the Company (as amended from time to time).
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company as at the date of this Document.
<b>Document</b>	This document entitled “Notice of Extraordinary General Meeting”, including any annexures or schedules to or of this document.
<b>Equity Security</b>	Has the meaning given in Listing Rule 19.12.
<b>Explanatory Statement</b>	The section entitled “Explanatory Statement” of this Document, forming part of the Notice.
<b>Listing Rules</b>	The listing rules of the ASX as amended from time to time.
<b>Meeting</b>	The Extraordinary General Meeting of the Company convened pursuant to this Notice.
<b>Notice or Notice of Meeting</b>	The notice convening this Meeting as set out in this Document.
<b>Ordinary Resolution</b>	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.
<b>Proxy Form</b>	The proxy form attached to this Document.
<b>Related Party</b>	Has the meaning given to that term in Listing Rule 19.12.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Share</b>	A fully paid ordinary share in the issued share capital of the Company.
<b>Shareholder</b>	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.
<b>Sophisticated Investor</b>	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.

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

Strickland Metals Limited | ACN 109 361 195

Holder Number:

Your proxy voting instruction must be received by **12.00pm (AEST) on Wednesday, 19 April 2023**, 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/#/loginsah>

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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBSITE:** <https://automicgroup.com.au/>

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



**AUTOMIC**

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

Unless indicated otherwise by ticking the “for,” against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

Resolutions		For	Against	Abstain
1.	RATIFICATION OF FEBRUARY 2023 PLACEMENT SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	ISSUE OF SECURITIES TO TRENT FRANKLIN FEBRUARY 2023 PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	ISSUE OF SECURITIES TO MARK COSSOM FEBRUARY 2023 PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

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

## CORPORATE DIRECTORY

### **Board of Directors**

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

### **Chief Executive Officer**

Mr Andrew Bray

### **Company Secretary**

Mr Sleiman Majdoub

### **Registered Office**

Level 4, 15 Ogilvie Road  
Mt Pleasant WA 6153

Phone: +61 8 6317 9875

### **Company Website**

[www.stricklandmetals.com.au](http://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