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7 August 2023

Dear Shareholder

SHARE PURCHASE PLAN – LETTER TO ELIGIBLE SHAREHOLDERS

We are writing to you as a holder of fully paid ordinary shares (**Shares**) in the issued capital of Strandline Resources Limited (ASX: STA) (**Strandline** or the **Company**) with a registered address in Australia or New Zealand as at 7:00pm (AEST) on Thursday, 27 July 2023 (**Record Date**).

On 31 July 2023 and 1 August 2023, Strandline announced:

- (a) a placement through the issue of approximately 187.9 million Shares at an issue price of A\$0.18 per Share to new and existing institutional and sophisticated investors to raise approximately \$33.8 million before costs (**Placement**); and
- (b) a share purchase plan to be offered to eligible existing Shareholders at the same price as Shares issued under the Placement, to raise up to approximately A\$5 million (**SPP**)

(together, the **Capital Raising**).

To provide Shareholders with the opportunity to participate in the Capital Raising, Strandline is pleased to provide details of its SPP offer (**Offer**) on the terms and conditions which are enclosed with this letter (**Terms & Conditions**). The Offer is exclusively to those Shareholders (including custodians) who are registered holders of Shares as at the Record Date:

- with a registered address in Australia or New Zealand and not resident or located in the United States or any other jurisdiction outside of Australia and New Zealand; and
- who meet certain other conditions as expressly prescribed in the Terms & Conditions,

(**Eligible Shareholders**).

Under the Offer, Strandline is offering each Eligible Shareholder the opportunity to purchase up to A\$30,000 worth of Shares (**New Shares**), without incurring brokerage or other transaction costs. The issue price of the New Shares will be \$0.18 per New Share, being the same price as the Shares which were issued under the Placement.

The Offer intends to raise approximately \$5 million (before costs) on the Terms & Conditions.

The Offer is not underwritten.

The issue price of New Shares issue price under the Offer represents a:

- 18.2% discount to the closing market price of the Shares of A\$0.22 per Share on Thursday, 27 July 2023, being the last day on which Shares were traded on the ASX immediately prior to the SPP being announced; and
- 17.8% discount to the volume weighted average market price of A\$0.2191 per Share from the last five days on which Shares were traded on the ASX immediately prior to the SPP being announced.

The Offer opens on Monday, 7 August 2023 and is scheduled to close at **5.00pm (AEST) on Monday, 21 August 2023**. The New Shares are expected to be issued on Monday, 28 August 2023 and commence trading on ASX on Tuesday, 29 August 2023.

The Offer is made in accordance with the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).



Indicative Timetable

The indicative timetable for the Offer is detailed below:

Details	Date
Record Date The date on which the Company determines Eligible Shareholders	7:00pm (AEST) on Thursday, 27 July 2023
Announcement of SPP	Monday, 31 July 2023
Opening Date The date on which the Offer opens	Monday, 7 August 2023
Closing Date The date on which the Offer closes Application Monies must be received by 5.00pm (AEST)	Monday, 21 August 2023
Announcement of SPP results	Thursday, 24 August 2023
Issue Date The date New Shares are intended to be issued	Monday, 28 August 2023
Commencement of trading of New Shares	Tuesday, 29 August 2023
Despatch of Holding Statements	Tuesday, 29 August 2023

The above timetable is indicative only and subject to change. Strandline reserves the right to amend these dates at its absolute discretion, subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. The quotation of the New Shares is subject to approval from ASX.

Current Activities and Use of Funds

Further information on the Company's current activities is set out in the announcements made by Strandline to ASX and are available directly from the ASX website www.asx.com.au or the Company's website www.strandline.com.au

The Company's investor presentation dated 31 July 2023 and its ASX announcements of 31 July 2023 and 1 August 2023 are annexed to the Terms & Conditions. Those documents together detail the indicative use by the Company of funds raised under the Capital Raising.

Important Information

The Offer is governed by the enclosed Terms & Conditions. The Board urges you to read the Terms & Conditions carefully and, in its entirety, together with announcements made by the Company to the ASX, before deciding whether to participate in the Offer.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board strongly recommends that you obtain your own financial and legal advice in relation to the Offer and consider price movements of Shares in the Company prior to electing to participate in the Offer.

Actions required to participate in the SPP

Eligible Shareholders may participate in the SPP by applying online on the Offer website at www.computersharecas.com.au/stasppoffer and pay directly via BPAY[®] (for Eligible Shareholders with an eligible Australian bank account). This is the fastest and easiest way to apply.

The following parcels of New Shares are available under the Offer:

	Subscription Amount (A\$)	Number of Shares
Parcel A	\$30,000	166,666
Parcel B	\$25,000	138,888
Parcel C	\$20,000	111,111
Parcel D	\$15,000	83,333
Parcel E	\$10,000	55,555
Parcel F	\$7,500	41,666
Parcel G	\$5,000	27,777
Parcel H	\$2,500	13,888

If you are unable to pay via BPAY[®] or access the website to complete the online application, please contact Computershare Investor Services Pty Ltd via the Shareholder Information Line on 1300 8505 505 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8.30am and 5.00pm (AEST), Monday to Friday, to obtain a personalised Application Form. New Zealand Eligible Shareholders that are unable to pay by BPAY[®] should contact the Shareholder Information Line to obtain a personalised Application Form containing electronic funds transfer (EFT) details.

You should be aware that your own financial institution may implement earlier cut-off times for electronic payments, and you should therefore take this into consideration when making a payment. Strandline also reserves the right to close the Offer early or extend the Offer in its discretion. Eligible Shareholders who wish to participate in the SPP are therefore encouraged to apply early.

If you are a 'custodian', you may be required to submit a custodian certificate to the Company in order to participate on behalf of any beneficiaries. Please refer to the Terms & Conditions for further details.

Queries and further information

If you have any questions in relation to how to participate in the SPP, please contact the Company's Share Registry, Computershare Investor Services Pty Ltd, from 8.30am to 5.00pm (AEST) Monday to Friday using the Shareholder Information Line contact details above. Details can also be found on the Company's website at www.strandline.com.au.

Thank you for your continuing support as a valued shareholder.

Yours faithfully



Flavio Garofalo
Company Secretary
Strandline Resources Limited

SHARE PURCHASE PLAN

IMPORTANT NOTICES

General

This document is dated Monday 7 August 2023. This document is not a prospectus and has not been lodged with ASIC. Accordingly, this document does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding whether or not to invest in the New Shares offered by this document. This document is important and requires your immediate attention. It should be read in its entirety, along with (without limitation) the Company's ASX announcements. If you do not understand or are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional adviser without delay.

The market price of Shares may rise or fall between the date of this document and the date the Company issues New Shares. Accordingly, the value of New Shares applied for is likely to rise or fall. In addition, fluctuations in the market price of Shares means that up to or after the date on which the Company issues New Shares to you, you may be able to buy Shares on the market at a lower price than the Issue Price. The Company and the Directors do not offer any recommendation or advice regarding participation in the Offer.

Holding securities in the Company is a speculative form of investment and the future price of Shares may rise or fall depending on, amongst other things (and without limitation), the prospects of the Company's interests in mineral projects, the Company's financial performance and financial position, economic factors and fluctuations on the stock market generally. The information contained in this document is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including legal, financial and tax issues) of any Eligible Shareholder. This document should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide and does not provide financial product advice in respect of its securities or any other financial products.

This document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this document. No action has been taken to permit the Offer in any jurisdiction other than Australia or New Zealand. The distribution of this document in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons into whose possession this document comes should observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any other jurisdiction. Application will be made for the New Shares to be quoted on ASX. The New Shares have not been and will not be registered under any other applicable securities laws and they may not be offered or sold directly or indirectly within any jurisdiction outside Australia or New Zealand.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This document may not be released to US wire services or distributed in the United States. The New Shares have not been, and will not be, registered under the US Securities Act 1933 (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration of the Securities Act and the applicable laws of any state or other jurisdiction in the United States. The New Shares will not be offered or sold, directly or indirectly, to any person in the United States.

No Recommendation

The information in this document is not a recommendation to accept the Offer and does not constitute financial advice. Eligible Shareholders should therefore conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment and analysis.

If, after reading this document, Eligible Shareholders have any questions regarding the Offer, they should contact their financial or other professional adviser before deciding whether or not to accept the Offer. Capitalised terms in this document are defined in the Glossary.



STRANDLINE RESOURCES LIMITED – SHARE PURCHASE PLAN

TERMS & CONDITIONS OF OFFER

The following are the terms and conditions of the Company's share purchase plan (**Offer**). By accepting the Offer, you agree to be bound by these Terms & Conditions and the Company's constitution (as amended from time to time).

1. **ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547**

The Offer is offered in compliance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument 2019/547)*. ASIC Instrument 2019/547 provides relief from the requirement for the Company to provide a prospectus when offering Shares to existing shareholders of the Company pursuant to a share purchase plan.

2. **Opening Date and Closing Date of the Offer**

The Offer opens on Monday, 7 August 2023 (**Opening Date**).

The Offer closes at 5.00pm (AEST) on Monday, 21 August 2023 (**Closing Date**).

Late applications will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice (including closing the Offer early). Accordingly, the Directors encourage any Eligible Shareholders (including Custodians) wishing to participate in the Offer to lodge their Application Forms and/or remit their Application Monies as soon as possible. If the Closing Date is varied, subsequent dates may also be varied accordingly.

3. **Who is eligible to participate in the Offer?**

You are eligible to apply for New Shares under the Offer if you were registered as a holder of Shares as at 7:00pm (AEST) on Thursday, 27 July 2023 (**Record Date**) and provided your registered address, as recorded in the Register, is in Australia or New Zealand and you are not resident or located in the United States nor acting for the account or benefit of a person in the United States, and you are not resident or located in any other jurisdiction outside of Australia and New Zealand (**Eligible Shareholders**).

The Offer to each Eligible Shareholder is made on the same terms and conditions.

Your rights under the Offer are personal to you and the Offer is non-renounceable (i.e. you may not transfer your right to subscribe for New Shares to anyone else).

4. **Shareholder approval**

The Company will issue the New Shares under ASX Listing Rule 7.2 (Exception 5) and (to the extent applicable) ASX Listing Rule 10.12 (Exception 4). Accordingly, Shareholder approval is not required for the issue of the New Shares pursuant to the Offer.

The Company reserves the right to scale back applications in such manner as the Board in its sole discretion sees fit. As a result, you may not receive the New Shares which you apply for pursuant to the Offer. The Company also reserves the right to accept oversubscriptions above \$5 million.

5. **Voluntary participation**

The Offer is entirely voluntary and is subject to the Terms & Conditions. You are not obliged to participate in the Offer.

6. **Issue Price**

The issue price for each New Share is A\$0.18 (**Issue Price**) being a discount of 18.2% to the closing price of Shares on ASX immediately prior to Monday, 31 July 2023 (being the date on which the Company announced the Offer and Placement).

The method used to calculate the Issue Price was to match it to the issue price per Share offered pursuant to the Placement.

7. **Important information on price risk to consider**

Before deciding whether to accept the Offer, you should refer to the current market price of the Shares, which can be obtained from daily newspapers, your stockbroker, your financial adviser or via the ASX website.

Subscription for New Shares is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between the time of the Offer (being the time that the Issue Price was determined) and when the New Shares are issued to you, the price at which Shares are traded on ASX may be less than the Issue Price. You must rely on your own knowledge of the Company and previous disclosures made by the Company to ASX (including, without limitation, the disclosures regarding risks of making an investment in the Company including as detailed in the Investor Presentation). ***In determining whether you wish to participate in the Offer and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your personal circumstances.***

8. How much can you invest in the Offer?

Subject to paragraph 13, if you are an Eligible Shareholder, you may subscribe for a maximum of A\$30,000 worth of New Shares.

There is a minimum amount for which you may subscribe under the Offer which is A\$2,500 worth of New Shares.

The following parcels of New Shares are available under the Offer:

	Subscription Amount (A\$)	Number of Shares
Parcel A	\$30,000	166,666
Parcel B	\$25,000	138,888
Parcel C	\$20,000	111,111
Parcel D	\$15,000	83,333
Parcel E	\$10,000	55,555
Parcel F	\$7,500	41,666
Parcel G	\$5,000	27,777
Parcel H	\$2,500	13,888

The maximum limit of A\$30,000 worth of New Shares applies to you even if you receive more than one Offer (however please refer to paragraph 13 for information relating to Custodians).

No fraction of New Shares will be issued. All Application Monies must be paid in Australian dollars.

No brokerage, stamp duty or other costs are payable by applicants in respect of an application for New Shares.

9. Joint Holders

If two or more persons are registered on the Register as jointly holding Shares, then they are taken to be a single registered holder of Shares and a certification given by any of them is taken to be a certification given by all of them. If a joint holder receives more than one Offer due to multiple holdings, then the joint holder may only apply in aggregate for up to the maximum amount of A\$30,000 in total (however, please refer to paragraph 13 for information on Custodians).

10. Scale back, oversubscriptions or refusal of application

The Company intends to raise up to A\$5 million by the issue of New Shares under the Offer. However, if total demand for the Offer exceeds A\$5 million then the Directors may, in their absolute discretion, undertake a scale back to the extent and in the manner they see fit.

Alternatively, the Company may elect to change the A\$5 million cap of the Offer at its absolute discretion by

announcement to ASX and to accept oversubscriptions (subject to the maximum amount permitted under the ASX Listing Rules).

Factors which the Directors may take into account in determining any scale back include, but are not limited to:

- (a) the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date the application was made;
- (b) the total Application Monies received;
- (c) the amount applied for by each Eligible Shareholder;
- (d) the number of Shares held by each Eligible Shareholder at the Record Date;
- (e) whether the Eligible Shareholder has or may have multiple registered holdings;
- (f) whether an Eligible Shareholder remains on the register on the Closing Date;
- (g) the date the Company received the payment of Application Monies; and
- (h) any other such criteria as determined by the Directors in their absolute discretion.

If there is a scale back, you may not receive all the New Shares for which you have applied. If a scale back produces a fractional number when applied to the number of New Shares for which you have applied, the number of New Shares issued to you will be rounded down to the nearest whole number of New Shares.

If there is a scale back, the difference between the Application Monies received from you, and the number of New Shares issued to you multiplied by the Issue Price, will be refunded to you in full (in A\$, without interest and at your sole risk).

The Directors reserve their right (in their absolute discretion) to refuse an application (in whole or in part) if they consider that:

- (a) it is reasonable and prudent to do so;
- (b) the applicant is not an Eligible Shareholder;
- (c) the issue of those New Shares may contravene any applicable law, rule or regulation in any jurisdiction (including without limitation the Corporations Act or the ASX Listing Rules) or the requirements of any regulatory or governmental body or may require further action to be taken by the Company including, without limitation, registration of Shares or the preparation of a prospectus in any jurisdiction; or
- (d) the applicant has not otherwise complied with the Terms & Conditions.

If an application is refused in whole or in part, the relevant Application Monies will be returned to the applicant (in A\$, without interest and at the applicant's sole risk).

All Directors' decisions in connection with a scale back or refusal of an application are final.

11. No underwriting

The Offer is not underwritten.

12. Risk Factors

Before deciding whether to accept the Offer, you should refer to the current market price of the Company's Shares, which can be obtained from daily newspapers, your stockbroker or financial adviser or the ASX. Owning shares in a company is considered a speculative form of investment. The future price of Shares can rise or fall.

Shareholders should be aware that there is a risk that the market price of the Shares may change between the date of this Offer (or the date the Offer is accepted), and the date when the New Shares are issued. Accordingly, the value of New Shares applied for is likely to fluctuate.

Shareholders should note that the Offer is not made under a prospectus or other disclosure document and does not require the type of disclosure required under the Corporations Act for a disclosure document. Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX. The contents of this document have not been reviewed by ASIC, ASX or any other any regulatory authority in any jurisdiction.

There are a number of general and specific risks which may affect the future operating and financial performance and financial position of the Company along with the trading price of the Shares. These risks are identified on pages 31 to 39 (inclusive) of the Investor Presentation that was released on ASX on 31 July 2023.

Those stated risks are associated with an investment in Shares but are not to be construed as being an exhaustive list. As a Shareholder, you will continue to be exposed to such risks. There may also be additional risks and uncertainties not currently known which may have an adverse effect on the Company's business and the value of the Shares. Certain risks relate to matters that are outside the control of the Company, and there can be no assurance that any steps that the Company takes will successfully protect it from any particular risk.

The risks identified in the Investor Presentation do not take into account the investment objectives, financial situation, tax position or other circumstances of any particular Shareholder. Shareholders should have regard to their own investment objectives and financial circumstances and seek professional advice from their legal, financial or other independent adviser before determining whether or not to accept the Offer and participate in the SPP.

13. Custodian Certification

If on the Record Date you are a Custodian and hold Shares on behalf of one or more persons each of whom is an Eligible Shareholder (each, a **Participating Beneficiary**), the Offer is made to you and you have the discretion whether to extend the Offer to the Participating Beneficiaries. You may apply up to a maximum of A\$30,000 worth of New Shares for each Participating Beneficiary.

In any consecutive 12-month period, the Company can only issue to a Custodian Shares up to the value of A\$30,000, unless the Custodian certifies in writing (**Custodian Certificate**):

- (a) either or both of the following:
 - (i) that the Custodian holds Shares on behalf of one or more Participating Beneficiaries that are not Custodians; and
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian, on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
 - (iii) where paragraph 13(a)(i) applies – the Custodian; and
 - (iv) where paragraph 13(a)(ii) applies – the Downstream Custodian, to apply for New Shares on their behalf under the Offer;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 13(a)(i) applies, the number of Shares that the Custodian holds on their behalf; and
 - (ii) where paragraph 13(a)(ii) applies, the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph 13(a)(i) applies, the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph 13(a)(ii) applies, the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$30,000:

- (i) the New Shares applied for by the Custodian on their behalf under the Offer in accordance with the instructions in paragraph 13(e); and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application under the Offer as a result of an instruction given by them to the Custodian or Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;
- (g) that a copy of this document was given to each Participating Beneficiary; and
- (h) where paragraph 13(a)(ii) applies, the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a Custodian Certificate under this paragraph 13, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

If the Company is not satisfied with the Custodian Certificate (for whatever reason), the Company will not issue any New Shares to the Custodian on behalf of the relevant Participating Beneficiaries.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined in the Glossary below, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 8 apply.

14. Effect of making an application and Shareholder certification

If you apply for New Shares (including (without limitation) by submitting payment by BPAY[®], or EFT for Eligible Shareholders outside of Australia), you:

- (a) will be deemed to have warranted and represented that you are an Eligible Shareholder and are eligible to participate in the Offer;
- (b) irrevocably and unconditionally agree to the Terms & Conditions and the terms of the Application Form;
- (c) acknowledge that your application will be irrevocable and unconditional;
- (d) certify and represent to the Company that you have not applied for more than A\$30,000 worth of New Shares (subject, if applicable, to any valid Custodian Certificate (which is acceptable to the Company) which you have provided to the Company pursuant to paragraph 13 above in your capacity as a Custodian);
- (e) certify that the total of the application price for the following does not exceed A\$30,000 (irrespective of whether you may have received more than one Offer or received Offers in more than one capacity):
 - (i) the New Shares the subject of your application under the Offer;
 - (ii) any other New Shares issued to you under the Offer or any other Shares issued to you under any similar arrangement in the 12 months before the application under the Offer (excluding Shares applied for but not issued);
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - (iv) any other Shares issued to a Custodian under an arrangement similar to the Offer in the 12 months before the application under the Offer as a result of an instruction you have given to a Custodian,
(subject, if applicable, to any valid Custodian Certificate (which is acceptable to the Company) which you have provided to the Company pursuant to paragraph 13 above in your capacity as a Custodian);
- (f) agree to be bound by the Company's constitution (as amended from time to time); and
- (g) will be deemed to have made the following declarations and representations:
 - (i) you acknowledge that the New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, or in any other jurisdiction outside Australia and New Zealand and, accordingly, the New Shares may

not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;

- (ii) you represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States;
- (iii) you agree not to send this document, the Application Form or any other material relating to the Offer to any person in the United States or elsewhere outside Australia or New Zealand;
- (iv) you agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
- (v) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are making an application is resident in Australia or New Zealand and you have not sent and will not send this document, the Application Form or any other materials related to the Offer to any person in the United States or elsewhere outside Australia and New Zealand;
- (vi) you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act (insider trading) and sections 241 to 243 of the Financial Markets Conduct Act 2013 (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering);
- (vii) you are not a "designated person" or "designated entity" (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions; and
- (viii) you acknowledge that the market price of Shares may rise or fall between the date this Offer commences and the date when New Shares are allotted and issued to you under the Offer and that the price you pay per New Share pursuant to this Offer may exceed the price of Shares at the time the New Shares are allotted and issued to you under the Offer.

15. Offer costs

The only cost associated with the Offer is the Issue Price for the number of New Shares for which you wish to subscribe. You do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares on market.

16. Issue of New Shares and variation on number of New Shares issued

The New Shares will be issued on the Issue Date (unless otherwise determined by the Directors, subject to compliance with the ASX Listing Rules).

The Share Registry will send to you a holding statement in due course following the Issue Date.

If an application is refused in whole or in part, the relevant Application Monies will be returned to the applicant without interest and at the applicant's sole risk. If required, the Company may also scale back applications in such manner as the Directors (in their sole discretion) see fit.

The Company intends to raise up to \$5 million through the Offer but reserves the right to accept oversubscriptions above \$5 million or increase the size of the Offer (subject to compliance with ASX Listing Rules) in its absolute and sole discretion.

In accordance with ASX Listing Rule 7.2 (Exception 5) and ASX Listing Rule 10.12 (Exception 4), the total number of New Shares issued under the Offer must not exceed 30% of the number of Shares currently on issue.

17. What rights will the New Shares carry?

Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements.

18. Can the Company change, suspend or terminate the Offer?

The Company may at any time change, suspend or terminate the Offer. If the Company changes, suspends or terminates the Offer it will advise Shareholders through an ASX announcement. The accidental omission to give

notice of changes to or suspension or termination of the Offer or the non-receipt of any such notice will not invalidate the change, suspension or termination.

19. Directors' participation

Subject to ASX Listing Rule 10.12 (Exception 4) being satisfied at the date of the issue of the New Shares, Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Offer, on the same terms as all other Eligible Shareholders.

20. How do you pay for the New Shares under the Offer?

All amounts in the Offer are expressed in Australian dollars. You must pay for the New Shares either by: applying online on the Offer website at www.computersharecas.com.au/stasppoffer and pay directly via BPAY[®] (for Eligible Shareholders with an eligible Australian bank account); or If you are unable to pay via BPAY[®] or access the website to complete the online application, please contact the Share Registry via the Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8.30am and 5.00pm (AEST), Monday to Friday, to obtain a personalised Application Form and to make your payment of Application Monies by EFT. It is your responsibility to ensure funds are submitted correctly so they are received by 5.00pm (AEST) on the Closing Date. You should be aware of your financial institution's cut-off time.

If you do not provide the exact amount of Application Monies, the Company reserves its right to return your monies or round your Application Monies down to the next valid parcel. If the Company returns your monies, no New Shares will be issued to you. Please refer to paragraph 28 for further information on applying for New Shares.

21. Can I pay with cash, cheque or money order?

No, cash, cheques and money orders will not be processed and will be returned to applicants.

22. Please provide payment for the exact amount

If you do not provide the exact amount, the Company reserves its right to return your monies. If the Company returns your monies, no New Shares will be issued to you. If you make a BPAY[®] or EFT payment and do not provide the exact amount, you will, subject to the Terms & Conditions, be deemed to have applied for such New Shares for which you have paid.

23. Dispute resolution

The Company may settle any dispute in connection with the Offer in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be final and binding. The Company reserves its right to waive strict compliance with any provision of the Terms & Conditions.

24. Quotation and registration of your Shares

The Company will apply for the New Shares issued to you to be quoted on ASX within the relevant period required by the ASX Listing Rules. The Company participates in CHESS. Under CHESS, you will not receive a share certificate but will receive a statement of your holding of Shares. The CHESS statement will prescribe the number of New Shares issued pursuant to the Offer, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are broker sponsored, ASX Settlement will send you a CHESS statement. If you are registered on the Issuer Sponsored Subregister, the Share Registry will dispatch your statement, which will contain the number of New Shares issued to you under the Offer and your security holder reference number.

25. No liability

The Company, including its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these Terms & Conditions.

26. Privacy

By receiving applications, the Company and the Share Registry collect personal information about Shareholders. The Company and the Share Registry will use this information for the purposes of processing the application and updating the records of the Company. To the extent restricted by law, the Company and the

Share Registry will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information held about them by the Company and the Share Registry.

27. Governing law and jurisdiction

These Terms & Conditions are governed by the laws in force in Western Australia. Any dispute arising out of or in connection with these Terms & Conditions, or the offer of New Shares, will be determined by the courts of Western Australia. By accepting this Offer, you agree to submit to the non-exclusive jurisdiction of the courts in Western Australia.

28. How do you apply for New Shares under the Offer?

If you wish to participate in the Offer please read the Terms & Conditions carefully. If you wish to participate in the Offer you must subscribe for either:

- (a) a minimum parcel of A\$2,500 worth of New Shares;
- (b) a parcel of A\$5,000 worth of New Shares;
- (c) a parcel of \$7,500 worth of New Shares;
- (d) a parcel of A\$10,000 worth of New Shares;
- (e) a parcel of A\$15,000 worth of New Shares;
- (f) a parcel of A\$20,000 worth of New Shares;
- (g) a parcel of A\$25,000 worth of New Shares; or
- (h) a maximum parcel of A\$30,000 worth of New Shares.

Application Forms and payments under the Offer are irrevocable and may not be withdrawn once the Company receives it. Applications may be scaled back at the absolute discretion of the Company. Eligible Shareholders can apply online on the Offer website at www.computersharecas.com.au/stasppoffer and pay their Application Monies directly via BPAY[®] (for Eligible Shareholders with an eligible Australian bank account).

If you make a BPAY[®] payment, you do not need to return the Application Form. However, you **must** quote your reference number provided to you via the offer website which will process your payment to your entitlement. If you are unable to pay via BPAY[®] or access the website to complete the online application, please contact the Share Registry via the Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000(outside of Australia) between 8.30am and 5.00pm (AEST), Monday to Friday, to obtain a personalised Application Form and to make your payment of Application Monies by EFT.

Please ensure you make a payment for the exact amount of the New Shares parcel for which you wish to subscribe. You will be deemed to have applied for such parcel of New Shares for which you have paid, subject to the Terms & Conditions. You should also be aware of your financial institution's cut-off time. It is your responsibility to ensure funds are submitted correctly so they are received by 5.00pm (AEST) on the Closing Date.

By making your payment using BPAY[®] or EFT, in addition to agreeing with the other Terms & Conditions, you represent to the Company and certify that the total of the application price for the matters set out in paragraph 14(e) does not exceed A\$30,000.

Late applications will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

Application Monies must be paid in Australian dollars.

Ensure that your payment is received by the Share Registry by the Closing Date (**no later than 5.00pm (AEST) on Monday, 21 August 2023**) noting that the Directors reserve the right to withdraw the Offer, close the Offer early or extend the Offer.

GLOSSARY

A\$ or \$ means Australian dollar.

AEST means Australian Eastern Standard Time, being the time in Sydney, New South Wales.

Application Form means the application form accompanying this document.

Application Monies means monies paid by Eligible Shareholders in respect of New Shares the subject of an application pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASIC Instrument 2019/547 means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* issued by ASIC (as amended from time to time).

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of ASX (as amended from time to time).

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

Board means the board of Directors.

CHES means the Clearing House Electronic Subregister System operated by ASX Settlement.

Closing Date has the meaning given to that term in paragraph 2 of the Terms & Conditions.

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

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

Custodian has the meaning given in the ASIC Instrument 2019/547, being a person that provides a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation of an investor directed portfolio service (**IDPS**) or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

Custodian Certificate has the meaning given to that term in paragraph 13 of the Terms & Conditions.

Directors means the directors of the Company from time to time.

Downstream Custodian has the meaning given to that term in paragraph 13 of the Terms & Conditions.

EFT means electronic funds transfer.

Eligible Shareholder has the meaning given to that term in paragraph 3 of the Terms & Conditions.

HIN means Holder Identification Number.

Investor Presentation means the Company's ASX announcement titled 'Equity Raising Presentation' dated 31 July 2023.

Issue Date means the date on which New Shares will be issued, which as at the date of this document is expected to be 28 August 2023.

Issue Price has the meaning given to that term in paragraph 6 of the Terms & Conditions.

Issuer Sponsored Subregister means the part of the register for a class of the Company's securities for which CHES approval has been given in accordance with the operating rules of ASX Settlement that is administered by the Company (and not by ASX Settlement) and that records uncertificated holdings of securities.

New Shares means the Shares to be issued to Eligible Shareholders who accept the Offer.

Offer has the meaning given to that term at the head of the Terms & Conditions.

Opening Date has the meaning given to that term in paragraph 2 of the Terms & Conditions.

Participating Beneficiary has the meaning given to that term in paragraph 13 of the Terms & Conditions.

Placement means the placement of 187,933,300 Shares at an issue price of A\$0.18 per Share to sophisticated and professional investors as announced by the Company on 31 July 2023 and 1 August 2023.

Record Date has the meaning given to that term in paragraph 3 of the Terms & Conditions.

Register means the share register maintained by or on behalf of the Company in Australia.

Securities Act means the US Securities Act 1933.

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

Share Registry means Computershare Investor Services Pty Ltd.

Shareholder means a registered holder of one or more Shares.

Shortfall has the meaning given to that term in paragraph 11 of the Terms & Conditions.

SPP means the share purchase plan comprising the Offer.

SRN means Securityholder Reference Number.

Terms & Conditions means the terms and conditions of the Offer as expressly prescribed in this document.