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# **Strandline Resources Ltd**

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**Tanzania Focused Emerging Heavy  
Mineral Sands Developer**

**Capital Raising Presentation  
12 May 2017**

# Executive Summary

- Strandline is undertaking a Two Tranche Placement to raise up to \$6m, with the ability to take oversubscriptions
- Tranche 2 is solely for Tembo Capital to maintain its 32.24% interest in Strandline and will be subject to Shareholder Approval under Listing Rule 10.11
- Proceeds from Placement will enable Strandline to:
  - Complete the Feasibility Study, mining approvals process and early stage development costs for the Fungoni Heavy Mineral Sands Project in Tanzania;
  - Ongoing exploration and development costs relating to the Company's other Permits and Projects including but not limited to, in-fill resource drilling of existing deposits and regional exploration drilling of potential new deposits; and
  - General working capital, administration and corporate related expenses.
- Placement supported by Strandline's long-term cornerstone shareholder and resources investor, Tembo Capital
- Pre-commitment received from C&H International Investment Limited, a Hong Kong investment company with expertise in Mining and Minerals, to invest \$3.0m
- Post Placement, Strandline will be fully funded to decision to mine
- Definitive Feasibility Study (DFS) for Fungoni to be completed by 3<sup>rd</sup> Quarter 2017

# Placement Overview



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Offer Structure & Size	<ul style="list-style-type: none"> <li>■ Placement to raise up to \$6 million (the “<b>Placement</b>”), with the ability to take oversubscriptions of \$1.0m</li> <li>■ Approximately 750 million new Strandline shares (“<b>New Shares</b>”) will be issued.</li> </ul>
Offer Pricing	<ul style="list-style-type: none"> <li>■ Offer price of \$0.008 per New Share, which as of 12 May 2017 represents a:                             <ul style="list-style-type: none"> <li>▶ 23.08% premium to the last closing price of \$0.0065;</li> <li>▶ 9.29% premium to the 15 day VWAP of \$0.0073; and</li> <li>▶ 1.29% discount to the 90 day VWAP of \$0.0081</li> </ul> </li> </ul>
Structure	<ul style="list-style-type: none"> <li>■ Tranche 1 will consist of up to 508.2 million New Shares to raise up to \$4.1m</li> <li>■ Tranche 2 will consist of up to 241.8 million New Shares to raise up to \$1.9m, and will be taken entirely by Tembo Capital</li> <li>■ Tranche 2 is subject to Shareholder Approval at a General Meeting planned to take place on or around Wednesday, 28 June 2017</li> <li>■ The minimum subscription amount is \$4.4m</li> </ul>
Key Shareholder Support	<ul style="list-style-type: none"> <li>■ Tembo Capital has committed to maintain its ~32% voting power in Strandline. Tembo is taking 100% of New Shares in Tranche 2 of the Placement. C&amp;H International Investment Limited has committed to subscribe for \$3.0m in Tranche 1.</li> </ul>
Shareholder Approval	<ul style="list-style-type: none"> <li>■ Tranche 2 of the Placement is subject to Shareholder Approval under LR 10.11 at a General Meeting on or around Wednesday, 28 June 2017</li> </ul>
Underwriting	<ul style="list-style-type: none"> <li>■ The Placement is not underwritten</li> </ul>
Lead Manager	<ul style="list-style-type: none"> <li>■ Argonaut Securities Pty Limited</li> </ul>
Ranking	<ul style="list-style-type: none"> <li>■ New shares issued under the Placement will rank equally with existing Strandline shares</li> </ul>
Post Placement Cash at Bank	<ul style="list-style-type: none"> <li>■ Post Placement the Company will have up to \$6.8m in cash (assuming \$6.0m is raised)</li> </ul>



# Placement Timetable

**Strandline is working to the indicative timetable laid out below<sup>1</sup>**

Event	Date (AWST)
Trading Halt, Announcement of Placement	4:45pm, Friday, 12 May 2017
Bookbuild Opens	5:00pm, Friday, 12 May 2017
<b>Bookbuild Closes</b>	<b>3:00pm, Monday, 15 May 2017</b>
Announcement of the Results of the Placement	Wednesday, 17 May 2017
Trading in Strandline Shares Recommences	Wednesday, 17 May 2017
Anticipated Settlement of New Shares Issued under Tranche 1 of the Placement	Tuesday, 23 May 2017
<b>Allotment and Trading of New Shares Issued Under Tranche 1 of the Placement</b>	<b>Wednesday, 24 May 2017</b>
Notice of General Meeting dispatched	Monday, 29 May 2017
Anticipated General Meeting	Wednesday, 28 June 2017
Announcement of Results of General Meeting	Wednesday, 28 June 2017
Anticipated Settlement of New Shares Issued under Tranche 2 of the Placement	Tuesday, 4 July 2017
<b>Allotment and Trading of New Shares Issued Under Tranche 2 of the Placement</b>	<b>Wednesday, 5 July 2017</b>



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# Strandline Overview

# Strandline Highlights

Strategic Tanzanian Tenure, multi-tiered staged growth strategy with near term production potential, proven development team and corporate appeal

- 1 ~2,500km<sup>2</sup> of 100% owned highly prospective mineral sands tenure stretching 350km along Tanzania coast, proximity to key infrastructure
- 2 Near term Production Scenario with Fungoni providing an early source of cash and paves the way for larger scale project developments
- 3 Tanga potential to provide large-scale TiO<sub>2</sub> dominated mining Hub
- 4 Resource building beyond Fungoni and Tanga, with Rio Tinto JV secured to accelerate exploration program in the largely unexplored southern region of Tanzania
- 5 Upcoming catalysts including Fungoni DFS, exploration and development updates from Tanga Region, and new discoveries across the broader tenement portfolio
- 6 Corporate appeal with ongoing strategic discussions with multiple large mining houses
- 7 Continued support from largest shareholder Tembo Capital
- 8 Improving commodity price outlook – TiO<sub>2</sub> leading the market recovery, Zircon steady with emerging supply gap forecasted



# Simple Strategy

- Develop and operate quality, low cost, expandable mining assets
- Targeting High Unit Value **Ti + Zr** mineral sands Projects in Tanzania
- Multi-tiered and staged growth strategies:
  - 1 Commercialise Fungoni Zircon Project near-term
  - 2 Grow Tanga Hub resources & define development option
  - 3 Rapidly explore the broader Tanzania HMS portfolio

# Global Mineral Sands Market

- Favourable long term market driven by urbanisation and extensive array of applications
- Product uses in everyday life - paint, paper, construction, ceramics, refractory, chemical, technology...
- Improving commodity price outlook
- Titanium market in recovery phase
- Emerging zircon supply gap forecasted
- Supply from new capital projects is required to meet future demand



**FINANCIAL DISCIPLINE IS REQUIRED**



# Tanzania Mineral Sands



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- ✓ Emerging mineral sands jurisdiction with neighbouring operations
- ✓ Majors active in country
- ✓ Proven high unit value ore body assemblages
- ✓ Politically stable & pro-business
- ✓ Reliable regulatory basis & title law
- ✓ Major infrastructure advantage
- ✓ Advantageous OPEX setting

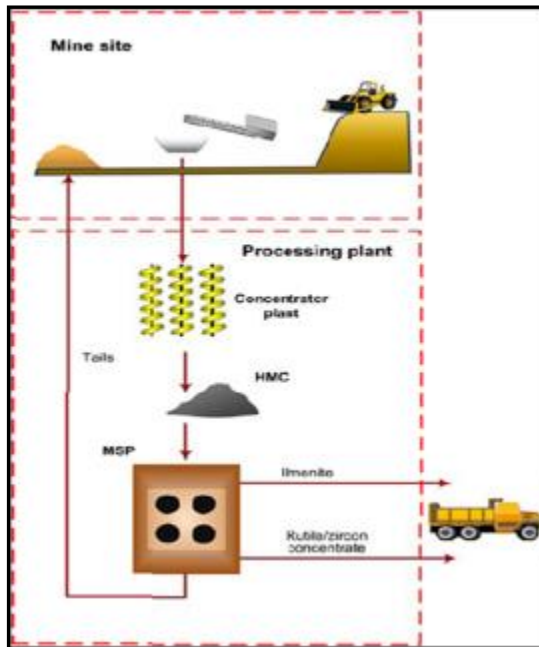


# Tanzania Project Pursuits



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## 1 Fungoni



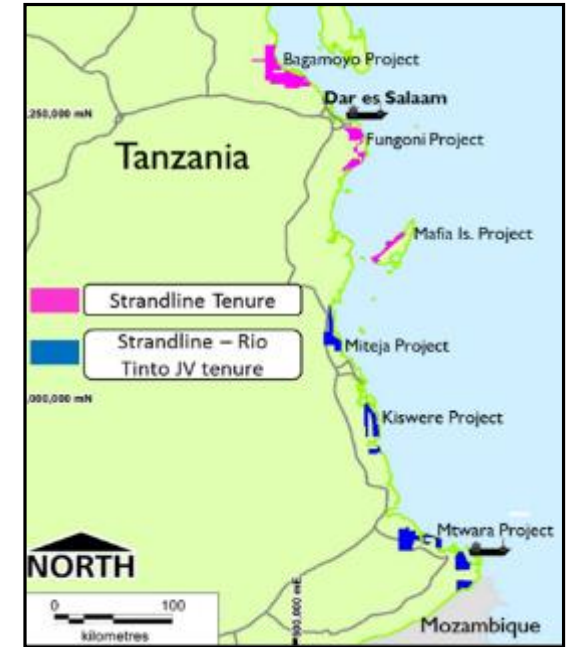
- “Fit for Market” production scenario
- 30km from Dar es Salaam port
- Attractive Scoping Study economics
- <2yr Payback
- 2H 2018 Production Goal

## 2 Tanga Hub



- 100km of contiguous coastline
- Mine series of **High Grade** Deposits
- Targeting 100 – 270 Mt @ 3 – 5% Valuable Heavy Mineral
- Select preferred development option

## 3 Regional Exploration



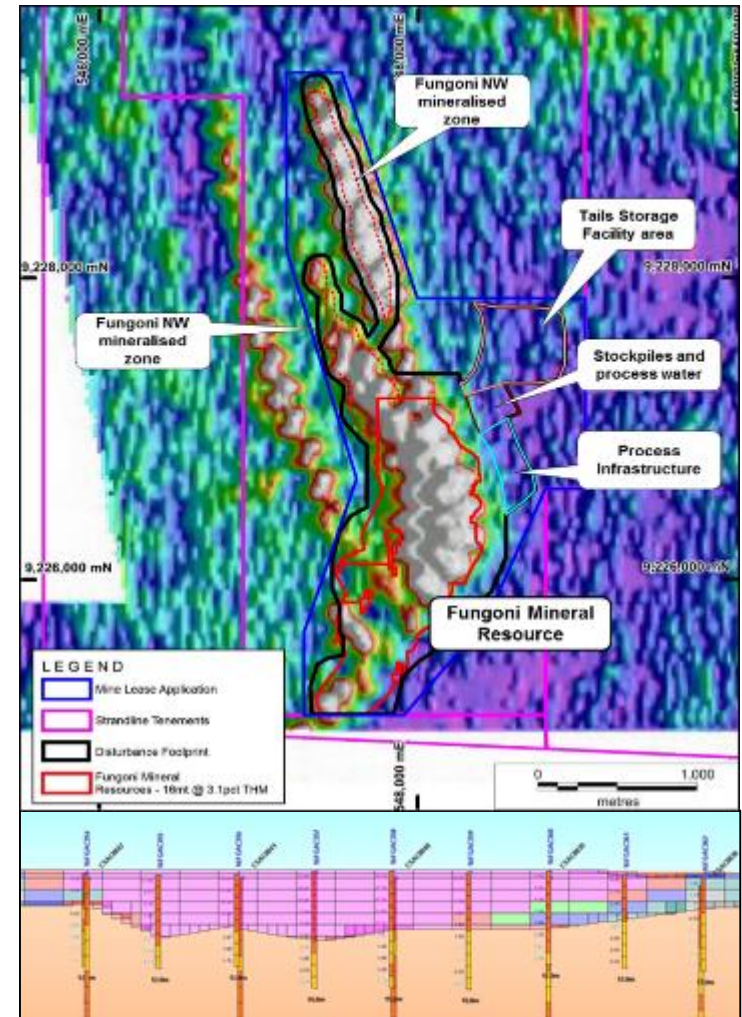
- Dominant land position in Tanzania
- Portfolio of **100% Owned** Prospects
- Ongoing rapid resource delineation
- Major Infrastructure Advantage
- Rio Tinto JV – strategic partner

# Advancing Fungoni Project



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- Boutique in scale, attractive economics, **strategic size** and proven delivery African model
- Definitive Feasibility Study (DFS) due Q3-CY17
- Quality Partners: GR Engineering Services, AMC, Knight Piésold, TZMI (AML) & Argonaut (funding)
- **Measured-Indicated** Mineral Resource estimate 22Mt @ 2.8% THM 610,000t of HM at 1% cut-off
- **Upper zone core** of the deposit 10.8Mt @ 4.4% THM for 472,000t of contained HM at 1.5% cut-off
- HM assemblage **42.4% Ilmenite, 18.3% Zircon, 4.5% Rutile, 1.2% Leucoxene**
- High grade mining from **surface plus innovative low cost** transportable modular plant allows flexibility





# Fungoni Project 'Fit-for-Market'



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- Simple, efficient **beneficiation & mineral separation** process using modern proven technology: WCP + MSP
- Produce standard/premium grade **zircon** + chloride grade **ilmenite** (58-61% TiO<sub>2</sub>) final products
- Currently qualifying multiple global consumers/off-take partners for product suite – testing progressing
- **Counter-cyclical** development targeting the emerging zircon structural supply gap and recovering Ti market
- Environmental approvals well progressed and supportive Tanzania authorities & stakeholders
- **Near term production** targeting Q4-CY18: Paving the way for the larger second generation projects



Modular Design Concept

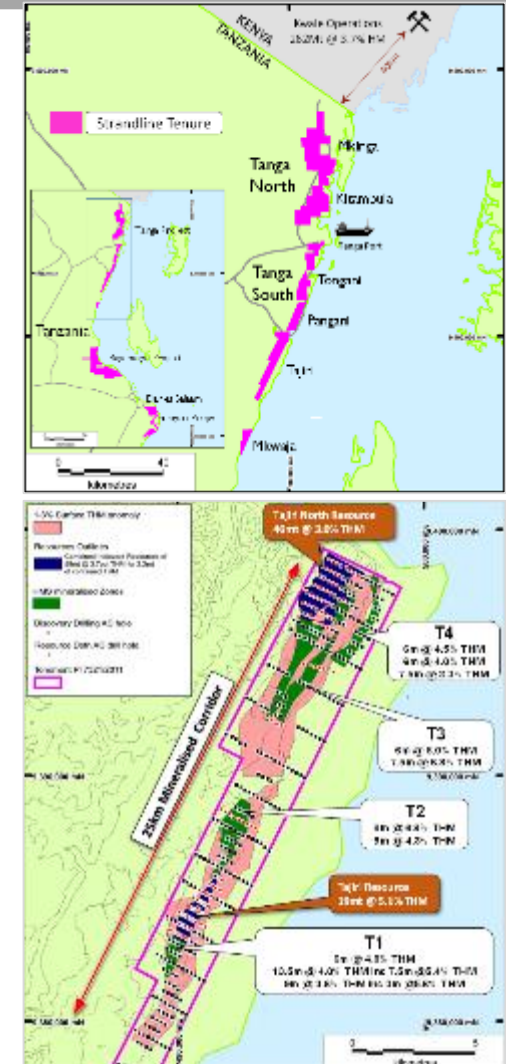


# Tanga Hub - Scale Potential



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- **Growing** Mineral Resources in Tanga Region targeting multiple high value projects centred around Tanga port
- Tanga Exploration Target **100-270Mt @ 3-5% THM**
- Titanium dominated: Ilm 68%, Rt 10%, Lx 4%, Zr 5%
- Current **Indicated** Resources:  
19mt @ 5.1% THM 89% VHM  
40mt @ 3.0% THM 84% VHM
- **New** discoveries and extension zones recently identified at Tajiri and Pangani-Tongoni
- Maiden Tanga North drilling to start in Q3-CY17
- Potential major **hub & spoke** model, series of high grade deposits, modular relocatable plants
- Positioning for Tanga Scoping Study later 2017

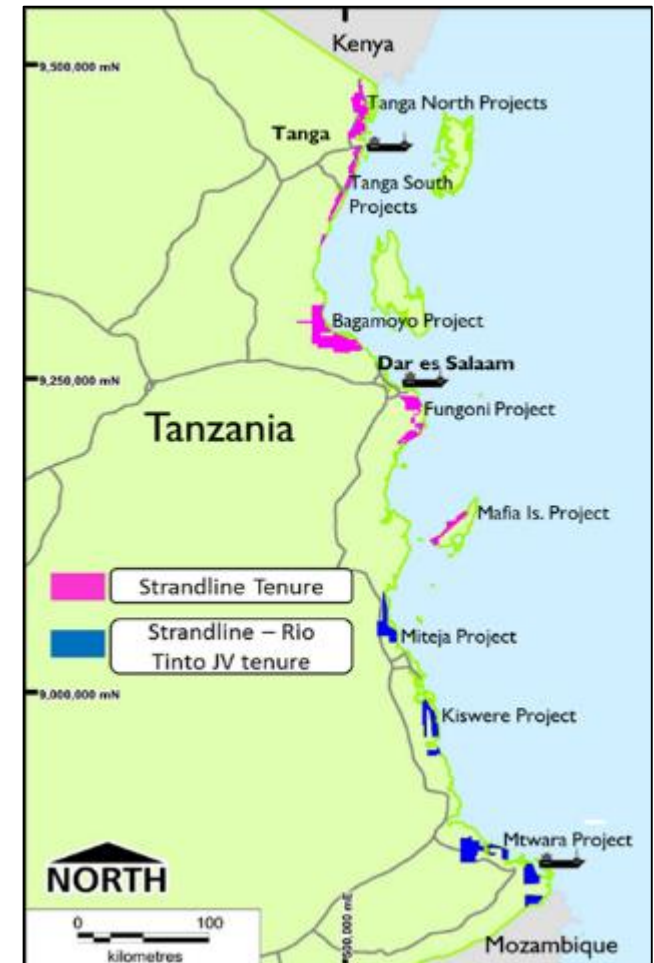


# Broader Tanzania Exploration



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- Resource building beyond Fungoni and Tanga, with **Rio Tinto JV** secured to accelerate exploration
- Large country-wide portfolio of highly prospective mineral sands tenure ~2,500km<sup>2</sup>
- Geophysical and geochemical exploration methods effective in delineating targets
- Substantial resource & reserve possibilities - Bagamoyo, Kiswere, Miteja, Sudi & Mtwara
- Excellent discovery track record in-country
- Targeting high value assemblages at surface >1% Zr+Rt+Lx in the ground





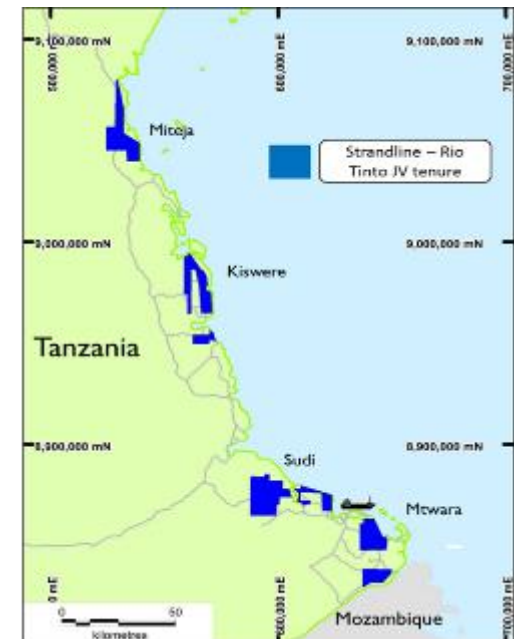
# Rio Tinto Joint Venture Signed



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- Earn-in and JV agreement worth US\$10.75M (~A\$14.5m) for Strandline's **southern Tanzania tenement** package
- Aimed to explore, evaluate and, if feasible, develop one or more HMS mines
- Two Staged earn-in US\$9m on project expenditure and US\$1.75M in cash payments:
  - Stage 1 US\$5m expenditure within 3.5 years to earn a 51% interest ("Minimum JV Commitment US\$2m in 18 months)
  - Stage 2 additional US\$4m expenditure within 2 years to earn an aggregated 75% interest
- Strandline appointed as Manager until Rio has earned 51%
- Enables STA to accelerate exploration activities commencing in May-17 with cash advance of US\$340k
- JV is separate from core assets to the north of the country

## RioTinto



## A\$16.7M

**Market Capitalisation  
(MC) @ 0.65c per share**



## Acquisition, Alliances & Strategic Joint Ventures

## 65%

**Top 20  
Shareholders**

Argonaut Research  
**SPEC BUY**  
3.0c per share

**Three-pronged  
appeal**

## TEMBO Capital

**Cornerstone  
Investor 32%**

## A\$1.4m

**Cash in bank 31 Mar-17  
Zero Debt**

**Multi-tiered, Staged  
Development Plans**

# Experienced & Balanced Board



## **Didier Murcia Chairman**

- Honorary Consul for Tanzania
- 25 years of legal and corporate experience in the Resources industry
- Awarded Order of Australia



## **Tom Eadie Non-Executive**

- Explorer mining executive pioneering many significant mineral discoveries
- Geologist with over 30 years' experience in the resources industry.



## **Luke Graham MD & CEO**

- Engineering professional with 24 years experience in resources sector
- Significant project implementation and business leadership experience



## **John Hodder Non-Executive**

- 20 years experience in the Resources industry as a fund manager, director and geologist
- Principal of Tembo Resource Fund



## **Richard Hill Executive Director**

- Qualified as a solicitor and geologist with over 20 years' experience in the Resources industry
- Commercially astute Executive



## **Asimwe Kabunga Non-Executive**

- Tanzanian born Australian entrepreneur with over 18 years' technical and commercial experience
- Extensive knowledge of Tanzania



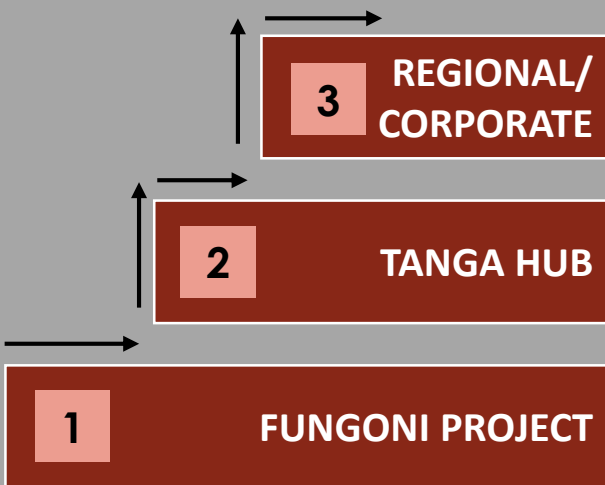
# Summary [ASX: STA]

**HIGH QUALITY  
HMS assets**  
**Ti + Zr**



## TANZANIA

**Multi-tiered  
Staged  
Growth  
Strategy**



**Exploiting our  
DOMINANT  
Land Position**

**Driven  
MANAGEMENT  
...DELIVERY  
Certainty**

# Contact

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# Competent Person Statements & Additional Information



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The information in this report that relates to Exploration Results is based on, and fairly represents, information and supporting documentation prepared by Dr Mark Alvin, Exploration Manager and a full time employee of Strandline and Mr Brendan Cummins, Chief Geologist and a part-time employee of Strandline. Dr Alvin is a Member of The Australasian Institute of Mining and Metallurgy and Mr Cummins is a member of the Australian Institute of Geoscientists and they both have sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which has been undertaken to qualify as Competent Persons as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Dr Alvin and Mr Cummins consent to the inclusion in this release of the matters based on the information in the form and context in which they appear. Both Mr Alvin and Mr Cummins are shareholders of Strandline Resources.

The information in this report that relates to Mineral Resources for Fungoni is based on, and fairly represents, information and supporting documentation prepared by Mr Greg Jones, an employee of IHC-Robbins and Consultant to Strandline and Mr Brendan Cummins (Chief Geologist and part-time employee of Strandline). Mr Jones is a member of the Australian Institute of Mining and Metallurgy and Mr Cummins is a member of the Australian Institute of Geoscientists and both have sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Specifically, Mr Cummins is the Competent Person for the drill database, geological model interpretation and completed the site inspection. Mr Jones is the Competent Person for the mineral resource estimation. Mr Jones and Mr Cummins consent to the inclusion in this report of the matters based on their information in the form and context in which they appear.

The information in this report that relates to Mineral Resources for Tanga South is based on, and fairly represents, information and supporting documentation prepared by Mr Greg Jones, (Consultant to Strandline and Principal with GNJ Consulting) and Mr Brendan Cummins (Chief Geologist and employee of Strandline). Mr Jones is a member of the Australian Institute of Mining and Metallurgy and Mr Cummins is a member of the Australian Institute of Geoscientists and both have sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Specifically, Mr Cummins is the Competent Person for the drill database, geological model interpretation and completed the site inspection. Mr Jones is the Competent Person for the resource estimation. Mr Jones and Mr Cummins consent to the inclusion in this report of the matters based on their information in the form and context in which they appear.

Refer to the ASX announcement dated 15 June 2016 for further information on the Exploration Target for the Tajiri Mineralised Corridor. The Exploration Target of 100 -270 MT @ 3-5% THM (not including Indicated Resources) is based on auger and AC drilling results, geochemical sampling and aeromagnetic data. The Exploration Target quantity and grade is conceptual in nature, there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.





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# Appendices

# Appendix A Fungoni Project

## MINERAL RESOURCE SUMMARY FOR FUNGONI PROJECT (MAY 17)\*

Summary of Mineral Resources <sup>1</sup>					THM assemblage <sup>2</sup>					
Deposit	Mineral Resource Category	Tonnage	In situ THM	THM	Ilmenite	Rutile	Zircon	Leucoxene	Slimes	Oversize
		(Mt)	(Mt)	(%)	(%)	(%)	(%)	(%)	(%)	(%)
<b>Fungoni</b>	Measured	8.77	0.37	4.26	43.3	4.3	18.3	1.0	18.5	6.8
<b>Fungoni</b>	Indicated	12.97	0.24	1.84	36.7	4.3	14.6	1.4	24.4	7.3
<b>Total<sup>3</sup></b>		<b>21.74</b>	<b>0.61</b>	<b>2.82</b>	<b>40.7</b>	<b>4.3</b>	<b>16.9</b>	<b>1.2</b>	<b>22.0</b>	<b>7.0</b>

<sup>1</sup> Mineral Resources reported at a cut-off grade of 1.0% THM

<sup>2</sup> Valuable Mineral assemblage is reported as a percentage of in situ THM content

<sup>3</sup> Appropriate rounding applied

# Appendix B Tanga South Project



## MINERAL RESOURCE SUMMARY FOR TANGA SOUTH PROJECT (APRIL 16)\*

Summary of Mineral Resources <sup>1</sup>					THM assemblage <sup>2</sup>					
Deposit	Mineral Resource Category	Tonnage	In situ THM	THM	Ilmenite	Rutile	Zircon	Leucoxene	Slimes	Oversize
		(Mt)	(Mt)	(%)	(%)	(%)	(%)	(%)	(%)	(%)
<b>Tajiri</b>	Indicated	19	1.0	5.1	65	12	6	6	34	3
<b>Tajiri North</b>	Indicated	40	1.2	3.0	70	7	5	2	52	3
<b>Total<sup>3</sup></b>		<b>59</b>	<b>2.2</b>	<b>3.7</b>	<b>68</b>	<b>10</b>	<b>5</b>	<b>4</b>	<b>46</b>	<b>3</b>

<sup>1</sup> Mineral Resources reported at a cut-off grade of 1.7% THM

<sup>2</sup> Mineral assemblage is reported as a percentage of in situ THM content

<sup>3</sup> Appropriate rounding applied



# Appendix C - Coburn Project

- DFS completed, fully permitted, construction-ready zircon-rich project
- Large scale and long life +19 yrs
- JORC Mineral Resource 979mt @ 1.26% HM<sup>1</sup>
- NPV A\$306 million, IRR 26%, with a 4.5 year payback (using TZMI base case pricing)<sup>2</sup>
- Positive economics strongly leveraged to improving HMS market and product offtake
- Realise value through strategic delivery partnership or monetisation

<sup>1</sup> Refer to Appendix C for JORC Resource & Reserve Statements (also refer to ASX Announcement dated 7 January 2010)

<sup>2</sup> Refer to the ASX Announcement dated 9 February 2015 for full details of the results, including information on the material assumptions on which the forecast financial results is based. The Company confirms that all the material assumptions underpinning the forecast financial information derived from the production target for the Coburn Project continue to apply and have not materially changed

## Coburn Zircon-rich Project



- Near Geraldton Port Infrastructure, WA
- Conventional HMS Mining & Processing
- Cost reduction opportunities available
- High Quality HMS Products

# Coburn Resource & Reserve

## Coburn HMS Mineral Ore Reserves Estimate – January 2010

JORC Category	Prospect	Ore	HM Grade	Zircon	Ilmenite	Rutile	Leucoxene
		Million Tonnes*	%	%	%	%	%
<b>Proved</b>	Amy Pit A	53	1.3	24	46	5	6
<b>Probable</b>	Amy Pits B-E	255	1.2	23	48	7	4
<b>Total</b>		<b>308</b>	<b>1.2</b>	<b>23</b>	<b>48</b>	<b>7</b>	<b>5</b>

\*Cut-off grade applied is 0.8% HM

The valuable mineral assemblage listed above is expressed as a percentage of the total HM content of each ore reserve category. Slimes average 2.7% of the ore and oversize 3.3%.

Refer to the ASX announcement dated 7 January 2010 for full details of the Ore Reserve estimate. This Ore Reserve estimate has not been updated to comply with the JORC code 2012 on the basis that the information has not materially changed since it was last reported.

## Coburn HMS Mineral Ore Resource Estimate – January 2010

JORC Category	Ore	HM Grade	Contained HM
	Million Tonnes*	%	Million Tonnes
Measured	119	1.3	1.5
Indicated	599	1.2	7.2
Inferred	261	1.4	3.6
<b>Total</b>	<b>979</b>	<b>1.26</b>	<b>12.3</b>

\*Cut-off grade applied is 0.8% HM and inclusive of Ore Reserves

Refer to the ASX announcement dated 7 January 2010 for full details of the Mineral Resource estimate. This Mineral Resource estimate has not been updated to comply with the JORC code 2012 on the basis that the information has not materially changed since it was last reported.

# Appendix D – Disclaimer

## Important Notice

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It is acknowledged that the Company will not undertake any obligation to release publicly any revisions or updates to these forward looking statements to reflect events, circumstances or unanticipated events occurring after the date of this presentation except as required by law or by any appropriate regulatory authority.

Eligible Investors should rely on their own knowledge of the Company, refer to disclosures made by the Company to the ASX and consult their professional advisers before deciding whether to apply for New Shares



# Appendix E – International Offer Restrictions



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## **International Offer Restrictions**

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### ***New Zealand***

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### ***Hong Kong***

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### ***Singapore***

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

# Appendix E – International Offer Restrictions



STRANDLINE  
resources limited

## **United Kingdom**

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

## **United States**

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## **European Economic Area – Netherlands**

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to produce a prospectus for offers of securities. An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in that Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.