



**STRZELECKI**  
Metals Limited

# Notice of Annual General Meeting

**date: 22 November 2010**

**Time: 11:00 am (CDST)**

**Place: PKF Chartered Accountants**

**Level 2**

**139 Frome Street,**

**Adelaide South Australia 5000**

Strzelecki Metals Limited

ACN 116 249 060

Level 5, 70 Pirie Street

GPO Box 93

Adelaide SA 5001

t +61 8 8227 0555

f + 61 8 8227 0544

[www.strzeleckimetals.com](http://www.strzeleckimetals.com)

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders of Strzelecki Metals Limited ACN 116 249 060 (**'Strzelecki' or 'the Company'**) will be held at the offices of PKF Chartered Accountants, Level 2, 139 Frome Street, Adelaide South Australia on **22 November 2010** at **11:00 am** (CDST).

## **ORDINARY BUSINESS:**

### **1. Financial and other Reports**

To receive and consider the Company's financial report and reports of the directors and of the auditor for the financial year ended 30 June 2010.

### **2. Adoption of Remuneration Report**

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

*"That the Remuneration Report for the period ended 30 June 2010 be adopted."*

Note - the vote on this item is advisory only and does not bind the Directors or the Company.

### **3. Election of Directors**

#### **3.1 RE-ELECT DIRECTOR – Peter Hayden Hunt**

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

*"That Peter Hayden Hunt, being the director who has been longest in office, retiring by rotation in accordance with clause 59 of the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company."*

#### **3.2 ELECT DIRECTOR – Simon Thomas O'Loughlin**

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

*"That Simon Thomas O'Loughlin, a director appointed as an additional Director in accordance with clause 58.1 and retiring in accordance with clause 58.2 of the Constitution of the Company, be elected as a Director of the Company."*

#### **3.3 ELECT DIRECTOR – Stephen William John Evans**

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

*"That Stephen William John Evans, a director appointed as an additional Director in accordance with clause 58.1 and retiring in accordance with clause 58.2 of the Constitution of the Company, be elected as a Director of the Company."*

### **4. Approval of 20 July 2010 Share Issue**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 20 July 2010 of a total of 22,286,465 fully paid ordinary shares in the Company at \$0.01 per share to sophisticated investors on the basis set out in section 4 of the Explanatory Memorandum accompanying the notice convening this meeting, is approved and authorised."*

## **Voting exclusion statement**

The Company will disregard any votes cast on Resolution 5 cast by:

- (a) shareholders who participated in the issue referred to in that resolution; and
- (b) any associate of those shareholders.

However, the Company is not required to disregard a vote if:

- (c) it is cast by any of those persons as proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or
- (d) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **OTHER BUSINESS:**

To deal with any other business that may legally be brought forward in accordance with the Constitution and the Corporations Act 2001.

## **By Order of the Board**

### **Graham Seppelt**

Company Secretary

Dated: 20 October 2010

Adelaide, South Australia

## **GENERAL NOTES:**

### **Background Information**

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the Explanatory Memorandum forming part of this notice of meeting.

To view the Company's Annual Report online please visit the Company's website at [www.strzeleckimetals.com.au](http://www.strzeleckimetals.com.au).

### **Questions from shareholders**

The chairman of the meeting will allow a reasonable opportunity for stakeholders to ask questions or make comments on the management of the Company at the meeting.

Justin Humphrey of Grant Thornton Chartered Accountants, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2010 (or his representative) will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- The accounting policies adopted by the company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

To assist the board of directors and the auditor of the Company in responding to any questions you may have, please submit any questions you may have headed 'Questions from shareholders' to the address below to be received no later than 5.00pm (CST) on 12 November 2010.

**In person or by mail: Registered Office - Level 5, 70 Pirie Street, Adelaide South Australia 5000**

**By Facsimile: +61 8 8223 3235**

As required by section 250PA of the Corporations Act 2001 (Cth), the Company will distribute a list of questions prior to the commencement of the annual general meeting, setting out the questions received and directed to the auditor in writing at least 5 business days prior to the meeting that the auditor considers relevant to the content of the audit report or the conduct of the audit of the financial report for the year ended 30 June 2010. The chairman of the meeting will allow reasonable opportunity for the auditor to respond to the questions set out on this list.

### **Voting Restrictions**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on:

- Resolution 5 by Taylor Collison Limited or any of its Associates;

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

### **Voting Entitlement**

The Company has determined that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at close of business (CDST) on 19 November 2010, subject to the Constitution of the Company.

### **Proxies**

A Shareholder who is entitled to attend and vote at the meeting has a right to appoint a proxy and should use the proxy form accompanying this document. The proxy need not be a Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting. The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms or the original of such other authority (if any) under which the proxy form is signed must be received by Computershare at Level 5, 115 Grenfell Street, Adelaide SA 5000 or GPO Box 242, Melbourne, VIC 3001 or by fax (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555 not later than 48 hours before the commencement of the meeting.

**Custodian Voting** – For Intermediary Online subscribers only (Custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## EXPLANATORY MEMORANDUM

### Item 1 Financial and other Reports

The Corporations Act 2001 (Cth) requires the annual report (which includes the financial statements and directors' declaration), the directors' report and the auditor's report in respect of the financial year of Strzelecki Metals Limited ("Strzelecki") ended 30 June 2010 to be laid before the 2010 Annual General Meeting. Shareholders will be given an opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of Strzelecki.

### Item 2 Adoption of Remuneration Report – Resolution 1

Section 240L and 250R of the Corporations Act 2001 (Cth) require that a resolution that the Remuneration Report be adopted must be put to the vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors or the Company.

The Remuneration Report is set out on pages 17 to 20 of the 2010 Annual Report. An electronic copy of the Strzelecki Metals Annual Report can be located on the company's web site at [www.strzeleckimetals.com.au/corporate\\_documents.php](http://www.strzeleckimetals.com.au/corporate_documents.php)

The vote on this item is advisory only and will not bind the Directors.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

### Item 3 Election of Directors - Resolutions 2 - 4

#### Item 3.1 – Re-election of Director Mr Peter Hayden Hunt

Clause 59.1 of the Company's Constitution requires that at each Annual General Meeting one-third of the Directors must retire from office. A Director appointed during the year either to fill a casual vacancy or as an addition to the Directors is not taken into account in determining the Directors who must retire by rotation. Therefore, Mr Peter Hunt, being the Director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 22nd November 2010. In accordance with clause 59.2 of the Company's Constitution, Mr Peter Hunt has submitted himself for re-election at the Annual General Meeting as a Director.

Mr Peter Hunt's details are set out in the 2010 Annual Report.

The Directors (other than Mr Hunt) unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

#### Item 3.2 – Election of director Mr Simon Thomas O'Loughlin.

During the year Mr Simon O'Loughlin was appointed a Director by the Board of Directors. In accordance with clause 58 of the Company's Constitution, a Director appointed by the Board holds office until the Annual General Meeting and is then eligible for election. Mr O'Loughlin seeks election as a Director of the Company.

Mr O'Loughlin's details are set out in the 2010 Annual Report.

The Directors (other than Mr O'Loughlin) unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

#### Item 3.3 – Election of director Mr Stephen William John Evans.

During the year Mr Stephen Evans was appointed a Director by the Board of Directors. In accordance with clause 58 of the Company's Constitution, a Director appointed by the Board holds office until the Annual General Meeting and is then eligible for election. Mr Evans seeks election as a Director of the Company.

Mr Evans' details are set out in the 2010 Annual Report.

The Directors (other than Mr Evans) unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

### Item 4 Approval of 20 July 2010 Share Issue – Resolution 5

ASX Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the number of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of the members of the company in general meeting is obtained. The Company has not exceeded the 15% threshold.

ASX Listing Rule 7.4 states that an issue by a company of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the Company's members subsequently ratify it. The effect of such ratification is to restore the Company's discretionary power to issue further shares up to 15% of the number of the Company's issued shares at the beginning of the relevant 12 month period without obtaining shareholder approval.

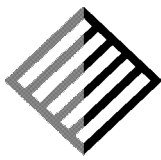
Shareholder approval of Resolution 5 will provide the Company with added flexibility in raising funds because it:

- renews the Company's capacity to issue further shares and options (to a limited extent) without exceeding the 15% limit in ASX Listing Rule 7.1; and
- allows the Company to issue further shares and options at short notice (without exceeding the 15% limit in ASX Listing Rule 7.1) and without seeking shareholder approval, where the resulting delay could compromise the success of a commercial transaction.

The Company is seeking shareholder approval of the issue on 20 July 2010 of a total of 22,286,465 fully paid ordinary shares in the Company at a price of \$0.01 per share to Taylor Collison Limited or nominees of Taylor Collison Limited to raise \$222,864 and which was announced to the market on 20 July 2010 as part of the capital raising of approximately \$2.0 million.

The purpose of this capital raising is to assist with the advancement of the Company's exploration projects, and for working capital.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.



**STRZELECKI**  
Metals Limited

ACN 116 249 060

000001 000 STZ  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000

**Proxy Form**

**For your vote to be effective it must be received by 11:00am (Adelaide time) Saturday 20 November 2010**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Strzelecki Metals Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Strzelecki Metals Limited to be held at PKF Chartered Accountants, Level 2, 139 Frome Road, Adelaide, SA, 5000 on Monday 22 November 2010 at 11:00am (Adelaide time) and at any adjournment of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

|   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Mr Peter Hayden Hunt as a Director       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Election of Mr Simon Thomas O'Loughlin as a Director    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Election of Mr Stephen William John Evans as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Approval of Share Issue                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_