

# **STRIKE**

## **RESOURCES LIMITED**

### **NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT**

#### **TO SHAREHOLDERS**

**Date and Time of Meeting:** 11:45 am (Perth time)  
on Thursday, 6 November 2008

**Place of Meeting:** Fremantle Room  
Parmelia Hilton Hotel  
14 Mill Street  
Perth, Western Australia

#### **IMPORTANT NOTICE**

It is recommended that shareholders read this Notice of Annual General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the Annual General Meeting will vote open proxies received in favour of all resolutions to be considered at the Annual General Meeting.

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[www.strikeresources.com.au](http://www.strikeresources.com.au)

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- Latest News
- Market Announcements
- Financial Reports

Register your email with us to receive latest Company announcements and releases

EMAIL US AT:  
[info@strikeresources.com.au](mailto:info@strikeresources.com.au)

### PURPOSE OF THIS DOCUMENT

This Notice of Annual General Meeting and Explanatory Statement has been prepared for the purpose of providing shareholders with all the information known to the Company that is material to the shareholders' decision on how to vote on the proposed resolutions at the Annual General Meeting. Shareholders should read this Notice of Annual General Meeting and Explanatory Statement in full to make an informed decision regarding the resolutions to be considered at this Annual General Meeting.

This Notice of Annual General Meeting and Explanatory Statement is dated 1 October 2008.

### ENQUIRIES

If you have any questions regarding the matters set out in this Notice of Annual General Meeting and Explanatory Statement, please contact the Company using the details above or your professional advisers.

## CORPORATE DIRECTORY

### BOARD

John F. Stephenson	Chairman
H. Shanker Madan	Managing Director
Farooq Khan	Executive Director
Victor P. H. Ho	Executive Director
William M. Johnson	Executive Director
Malcolm R. Richmond	Non-Executive Director
A. Farhad Moshiri	Non-Executive Director
Mark P. M. Horn	Alternate Director for Mr Moshiri

### COMPANY SECRETARY

Victor P. H. Ho

### PRINCIPAL & REGISTERED OFFICE

Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth Western Australia 6000  
Telephone: +61 8 9214 9700  
Facsimile: +61 8 9322 1515  
Email: [info@strikeresources.com.au](mailto:info@strikeresources.com.au)  
Web: [www.strikeresources.com.au](http://www.strikeresources.com.au)

### SHARE REGISTRY

Advanced Share Registry Services  
Suite 2, 150 Stirling Highway  
Nedlands Western Australia 6009  
Telephone: +61 8 9389 8033  
Facsimile: +61 8 9389 7871  
Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)  
Web: [www.advancedshare.com.au](http://www.advancedshare.com.au)

### STOCK EXCHANGE

Australian Securities Exchange  
Perth, Western Australia

### ASX CODE

SRK

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# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting (**AGM**) of shareholders of Strike Resources Limited A.C.N. 088 488 724 (**Company** or **Strike** or **SRK**) will be held in the Fremantle Room at Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia at 11:45 am (Perth time) on Thursday, 6 November 2008.

## AGENDA

### ORDINARY BUSINESS

#### 1. 2008 Annual Report

To consider and receive the 2008 Directors' Report, Financial Statements and Audit Report of the Company, which are contained in the Company's 2008 Annual Report.

The 2008 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2008 Annual Report may be viewed and downloaded from the Company's website: [www.strikeresources.com.au](http://www.strikeresources.com.au) or emailed to shareholders upon request to [info@strikeresources.com.au](mailto:info@strikeresources.com.au), when available.

#### 2. Resolution 1 - Re-Election of A. Farhad Moshiri as Director

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

*"That Ardavan Farhad Moshiri, having been appointed a Director by the Board of Directors of the Company since the last annual general meeting of the Company and who automatically retires at this annual general meeting in accordance with clause 8 of the Company's constitution, be and is hereby re-elected as a Director of the Company."*

#### 3. Resolution 2 - Re-Election of John Stephenson as Director

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

*"That John Francis Stephenson, having retired by rotation pursuant to clause 5 of the Company's constitution, be and is hereby re-elected as a Director of the Company."*

#### 4. Resolution 3 – Ratify Previous 9.5 million Share Issue

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

*"That, for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange (operated by ASX Limited) (ASX) and for all other purposes, shareholders ratify and approve the previous issue to Orion Equities Limited of 9,500,000 fully-paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by Orion Equities Limited and any party who is an associate of Orion Equities Limited.

#### 5. Resolution 4 – Ratify Previous 0.90 million Option 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, shareholders ratify and approve the previous issue to Ragnarok Capital Limited of 903,404 options to acquire fully-paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by Ragnarok Capital Limited and any party who is an associate of Ragnarok Capital Limited.

**6. Resolution 5 – Adoption of Employee Share Option Plan**

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

*“That, for the purposes of ASX Listing Rule 7.2 exception 9 and for all other purposes, the Strike Resources Limited Employee Share Option Plan tabled at the meeting (and signed by the Chairman of the meeting for the purpose of identification), and the issue of securities under that Plan, is approved.”*

**7. Resolution 6 - Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an advisory, non-binding resolution:

*“That the Remuneration Report as detailed in the Directors’ Report for the year ended 30 June 2008 be adopted.”*

**DATED THIS 1st DAY OF OCTOBER 2008**

**BY ORDER OF THE BOARD**



**VICTOR HO  
COMPANY SECRETARY**

**NOTES:**

**Role of ASX**

A copy of this Notice of AGM and Explanatory Statement has been lodged with ASX. Neither ASX nor any of its officers takes any responsibility for the contents of this Notice of AGM and Explanatory Statement.

**Voting Exclusion**

Where a voting exclusion applies (as described above in the Notice of AGM), the Company need not disregard a vote if:

- (a) it is cast by a party as proxy for a party who is entitled to vote, in accordance with the directions on the Proxy Form for this Annual General Meeting; or
- (b) it is cast by the person chairing the Annual General Meeting as proxy for a party who is entitled to vote, in accordance with a direction on the Proxy Form for this Annual General Meeting to vote as the proxy decides.

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# EXPLANATORY STATEMENT

This Explanatory Statement is provided to the shareholders of Strike Resources Limited (**Strike** or **Company** or **SRK**) pursuant to and in satisfaction of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the Listing Rules of the Australian Securities Exchange (**ASX**). This Explanatory Statement is intended to be read in conjunction with the Notice of Annual General Meeting (**AGM**).

## 1. RESOLUTION 1 – RE-ELECTION OF A. FARHAD MOSHIRI AS DIRECTOR

Resolution 1 seeks the re-election of Ardavan Farhad Moshiri as a Director of the Company.

The Board appointed Mr Moshiri as Non-Executive Director on 29 July 2008 (which was after the Company's last (2007) AGM).

In accordance with the Company's Constitution, Mr Moshiri is subject to re-election at the next AGM of the Company.

Mr Moshiri's qualifications and experience are detailed in the Directors' Report in the Company's 2008 Annual Report.

## 2. RESOLUTION 2 – RE-ELECTION OF JOHN STEPHENSON AS DIRECTOR

Resolution 2 seeks the re-election of John Francis Stephenson as a Director of the Company.

The Company's Constitution requires one third of the Directors (or if that is not a whole number, the whole number nearest to one third) to retire at each AGM. The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire.

Dr Stephenson retires at the AGM under this rule. However, being eligible, Dr Stephenson has offered himself for re-election as a Director of the Company.

Dr Stephenson has been a Director of the Company since 26 October 2005 and was most recently elected a Director at the 2005 AGM held on 22 December 2005. Dr Stephenson's qualifications and experience are detailed in the Directors' Report in the Company's 2008 Annual Report.

## 3. RESOLUTION 3 – RATIFY PREVIOUS 9.5 MILLION SHARE ISSUE

### 3.1 Overview of Resolution 3

Resolution 3 seeks shareholder ratification of the issue by the Company on 11 August 2008 of 9.5 million fully-paid ordinary shares in the capital of the Company (**Shares**) to Orion Equities Limited (**Orion Issue**).

The Orion Issue is the consideration for the acquisition by the Company of the outstanding interests in the Berau Coal Project in Kalimantan, Indonesia and the Paulsens East Iron Ore Project in Western Australia from its joint venture partner, ASX-listed Orion Equities Limited (**Orion**).

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The Orion Issue comprises:

- (a) 7,750,000 Shares issued as consideration for the acquisition of all of the shares in Orion Indo Operations Pty Ltd (now known as Strike Indo Operations Pty Ltd) (which holds a 70% interest in the Berau Coal Project concession), pursuant to a share sale deed dated 10 August 2008; and
- (b) 1,750,000 Shares issued as consideration for the acquisition of all of the shares in Central Exchange Mining Ltd (now known as Strike Australian Operations Pty Ltd) (which holds a 25% interest in the Paulsens East Iron Ore Project tenements), pursuant to a share sale deed dated 10 August 2008.

As a result of completion of those acquisitions, the Company holds a 100% interest in each of these two projects.

Further background to the Orion Issue and these projects is set out in the Company's ASX announcement of 11 August 2008 entitled "Acquisition of Outstanding Interests in Berau Coal and Paulsens East Iron Ore Projects".

Whilst prior shareholder approval (under ASX Listing Rule 7.1) was not required for the Orion Issue, the effect of the issue of Shares under this issue is to reduce the Company's capacity to issue additional securities in the future without prior shareholder approval under ASX Listing Rule 7.1.

The Company is seeking ratification of the Orion Issue for the purposes of ASX Listing Rule 7.4 in order to renew the Company's capacity to issue securities representing up to 15% of its issued capital in the next 12 months without prior shareholder approval, in accordance with ASX Listing Rule 7.1.

### 3.2 Board recommendation

- All Directors (save for Farooq Khan, William Johnson and Victor Ho) (**Independent Directors**) recommend that shareholders approve Resolution 3 as approval of the resolution is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.
- Farooq Khan, William Johnson and Victor Ho decline to make a voting recommendation to shareholders on Resolution 3 as they are all directors of Orion Equities Limited, the recipient of Shares in Strike under the Orion Issue, the subject of Resolution 3.
- Each of the Independent Directors who holds Shares in Strike intends to vote in favour of Resolution 3 in respect of the Shares they hold or control.

### 3.3 Regulatory Requirements – ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided to shareholders:

- (a) 9,500,000 Shares were issued pursuant to the Orion Issue;
- (b) the Shares were issued as consideration for the acquisition by the Company of the outstanding interests in the Berau Coal Project in Kalimantan, Indonesia (via the acquisition of all of the shares in Orion Indo Operations Pty Ltd (now known as Strike Indo Operations Pty Ltd)) and the Paulsens East Iron Ore Project in Western Australia (via the acquisition of all of the shares in Central Exchange Mining Ltd (now known as Strike Australian Operations Pty)) from Orion. No cash consideration was paid for the Orion Issue;

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- (c) the Shares are fully-paid ordinary shares in the capital of the Company issued on the same terms and conditions as the shares of the Company currently on issue;
  - (d) the Shares were issued to Orion; and
  - (e) as there was no cash consideration received for the Orion Issue, the Company will not receive any funds from it.

#### **4. RESOLUTION 4 – RATIFY PREVIOUS 0.9 MILLION OPTION ISSUE**

##### **4.1 Overview of Resolution 4**

Resolution 4 seeks shareholder ratification of the issue by the Company on 29 July 2008 of 903,404 options to subscribe for one Share each (**Options**) to Ragnarok Capital Limited (**Ragnarok**).

Ragnarok acted as broker to a \$49.7 million share placement (at an issue price of \$2.75 per share) to Gallagher Holdings Limited completed on 29 July 2008. The issue of Options the subject of Resolution 4 comprises part of the remuneration for Ragnarok's services in acting as broker to this share placement.

Whilst prior shareholder approval (under ASX Listing Rule 7.1) was not required for this issue of Options, the effect of that issue is to reduce the Company's capacity to issue additional securities in the future without prior shareholder approval under ASX Listing Rule 7.1.

The Company is seeking ratification of the issue of the Options to Ragnarok for the purposes of ASX Listing Rule 7.4 in order to renew the Company's capacity to issue securities representing up to 15% of its issued capital in the next 12 months without prior shareholder approval, in accordance with ASX Listing Rule 7.1.

##### **4.2 Board recommendation**

- All Directors recommend that shareholders approve Resolution 4 as approval of the resolution is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.
- Each of the Directors who holds shares in Strike intends to vote in favour of Resolution 4 in respect of the Shares they hold or control.

##### **4.3 Regulatory Requirements – ASX Listing Rule 7.5**

For the purposes of Listing Rule 7.5, the following information is provided to shareholders:

- (a) 903,404 Options were issued;
- (b) the Options were issued as consideration for the services of Ragnarok in acting as broker to the \$49.7 million share placement (at an issue price of \$2.75 per share) to Gallagher Holdings Limited completed on 29 July 2008. No cash consideration was paid for the issue of the Options;
- (c) the Options have an exercise price of \$2.75 and the shares issued on exercise of the Options will be ordinary, fully paid shares in the capital of the Company issued on the same terms and conditions as the Shares currently on issue. The Options expire at 5.00pm (Perth time) on 29 July 2011 and are issued on the terms and conditions set out in Annexure A to this Explanatory Statement. The Options will not be quoted on ASX;

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- (d) the Options were issued to Ragnarok; and
  - (e) as there was no cash consideration received for the issue of the Options to Ragnarok, the Company will not receive any funds from that issue.

## **5. RESOLUTION 5 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN**

The Company proposes to establish an Employee Share Option Plan (the **Plan**) to assist in the recruitment, reward, retention and motivation of employees (excluding Directors) of the Strike group. Under the Plan, the Board will nominate employees to participate in the Plan and will offer options to subscribe for shares to those employees.

A summary of the terms of the Plan is set out in Annexure B to this Notice.

Shareholder approval is not required for the adoption of the Plan, however without Shareholder approval of the Plan issues of options under the Plan would count towards the 15% limit in Listing Rule 7.1.

Under Listing Rule 7.1, the Company is prohibited from issuing securities representing more than 15% of its share capital in a 12 month period without shareholder approval, subject to certain exceptions.

Listing Rule 7.2 exception 9 permits issues of securities under an employee incentive scheme for a maximum 3 year period if shareholders approve those issues under the scheme.

Accordingly, Shareholder approval is sought to ensure that any options issued under the Plan are excluded from the calculations in determining the number of securities the Company can issue without shareholder approval under the 15% limit.

As the Plan is yet to be established, no options have been issued under it as at the date of despatch of this Notice.

The Plan does not extend to the issue of options to Directors.

### **Directors' Recommendations**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

## **6. RESOLUTION 6 – ADOPTION OF REMUNERATION REPORT**

Sections 249L and 250R of the Corporations Act requires that a resolution be put to the shareholders to adopt the Remuneration Report as disclosed in the Directors' Report. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report of the Company's 2008 Annual Report.

Shareholders will also be provided with a reasonable opportunity to ask questions or make statements in relation to the Remuneration Report.

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## Annexure A

### TERMS OF OPTIONS FOR RESOLUTION 4

1. The options will be issued for no cash consideration.
2. Each option entitles the holder on exercise to one ordinary share in the capital of the Company.
3. The options may be exercised at any time prior to 5:00pm (Perth, Western Australia time) on the third anniversary of their date of issue ("**Expiry Date**"), in whole or in part, upon payment of the exercise price per option.
4. The exercise price of the options is A\$2.75 per option.
5. The options will not be quoted and are not transferable except to a nominee.
6. The Company will provide to each option holder a notice that is to be completed when exercising the options ("**Notice of Exercise**"). Options may be exercised by the option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the Expiry Date. The Notice of Exercise must state the number of options exercised, the consequent number of Shares to be issued and the identity of the proposed shareholder. The Notice of Exercise must be accompanied by payment in full for the relevant number of options exercised, based on the exercise price per option.
7. All Shares issued upon the exercise of the options will rank pari passu in all respects with the Company's then issued Shares.
8. There are no participating rights or entitlements inherent in the options and option holders will not be entitled to participate in new issues or pro-rata issues of securities offered to shareholders of the Company. The option holder has no rights to a change in the exercise price of the option or a change to the number of underlying securities over which an option can be exercised except in the event of a bonus issue. Option holders will be provided with written notice and afforded that period of time as required by the ASX Listing Rules before the record date of any pro rata issue to exercise their options.
9. If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company ("**Bonus Issue**"), then upon exercise of his or her options an option holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the options had been exercised immediately before the record date for the Bonus Issue.
10. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reorganised (as appropriate) in accordance with the ASX Listing Rules.

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## Annexure B

### **SUMMARY OF THE TERMS OF THE STRIKE RESOURCES LIMITED EMPLOYEE SHARE OPTION PLAN THE SUBJECT OF RESOLUTION 5**

1. The Plan is managed and administered for the Company by the board or a committee established by the board for that purpose.
2. The Plan is open to all employees (full time or part time but excluding directors) of the Company or of any related body corporate of the Company.
3. In its discretion, the board decides whether an employee is eligible to participate in the Plan. In so deciding, the board must consider:
  - 3.1. the employee's position within the Strike group and the services provided to the Strike group by the employee;
  - 3.2. the employee's record and length of employment or service with the Strike group;
  - 3.3. the employee's potential contribution to the growth of the Strike group;
  - 3.4. the employee's remuneration level; and
  - 3.5. any other matters which tend to indicate the employee's merit.
4. Each invitation to an employee to accept options must specify (among other things) the number of options the employee is invited to accept, the exercise price or (if applicable) method of calculation of the exercise price, the period in which the options vest and the period during which they may be exercised.
5. The board must not invite an application for an option or grant an option if that would exceed the share limit. In basic terms (and subject to certain exceptions), the share limit is exceeded if the total number of shares the subject of options issued under any employee share or option plan operated by the Company immediately following an issue of options under the Plan exceeds 5% of the then issued share capital of the Company.
6. The Plan will continue in operation until the board decides to terminate it.
7. Options issued under the Plan:
  - 7.1. may be issued to a nominee of the relevant employee, with the board's prior consent;
  - 7.2. are to subscribe for one fully paid ordinary share in the capital of the Company which rank equally in every way with those then issued fully paid ordinary shares in the capital of the Company;
  - 7.3. may be exercised:
    - 7.3.1. any time after they have vested but before they have expired;
    - 7.3.2. during a bid period of a takeover bid for the Company;
    - 7.3.3. during the 3 month period following a change in control of the Company not arising from a takeover bid; and

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- 7.3.4. during the period following a court order convening a meeting of the members of the Company concerning a proposed compromise or arrangement between the Company and its members and ending on the earlier of (A) the date that is 3 Business Days after the date on which an office copy of the court order approving the proposed compromise or arrangement is lodged with ASIC, and (B) the date on which the Company announces to ASX that the proposed compromise or arrangement will not be proceeding;
- 7.4. if they have not vested, lapse on termination of employment;
- 7.5. if they have vested and the employee ceases to be an employee for any reason (including retrenchment, retirement or redundancy, but not including death, permanent illness, permanent physical incapacity or permanent mental incapacity), the options lapse 30 days after cessation of employment;
- 7.6. if they have vested and the employee ceases to be an employee by reason of death, permanent illness, permanent physical incapacity or permanent mental incapacity, the options lapse 6 months after the cessation of employment;
- 7.7. are not transferable, except with the board's prior consent, or, in circumstances where the options have vested, the options may (be transferred to the spouse of the optionholder, a company in which the optionholder (or the spouse of the optionholder) is a shareholder or the trustee of a trust in which the optionholder (or the spouse of the optionholder) has a beneficial interest.
8. Optionholders may not participate in new issues of securities to Shareholders, but will be given notice of new issues in accordance with the Listing Rules. If there is a bonus share issue, the number of shares over which an option is exercisable will be increased accordingly. Options will be reorganised in accordance with the Listing Rules if the Company's capital is reorganised.

# TIME AND PLACE OF AGM AND HOW TO VOTE

## Venue

The AGM of the shareholders of Strike Resources Limited will be held at:

Fremantle Room  
Parmelia Hilton Hotel  
14 Mill Street  
Perth, Western Australia

commencing

11:45 am (Perth time)  
Thursday, 6 November 2008

## How to Vote

You may vote by attending the meeting in person, by proxy or by authorised representative.

## Voting in Person

To vote in person, attend the meeting on the date and at the place set out above.

## Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of AGM as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number +61 8 9322 1515;
- post the proxy to Strike Resources Limited, REPLY PAID 83399, Perth, Western Australia 6000; or
- post or deliver the proxy to the registered office of the Company at Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000.

so that it is received by the Company **not later than 11:45 am (Perth time) on Tuesday, 4 November 2008**.

**Your proxy form is enclosed.**

## Bodies corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

## Powers of Attorney

A person appearing as Power of Attorney for a shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

## Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the *Corporations Act 2001 (Cth)* and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the AGM all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 5 pm (Perth time) on 4 November 2008 (**Voting Entitlement Time**). Subject to the voting exclusions noted below, all holders of shares in the Company as at the Voting Entitlement Time will be entitled to vote at the AGM.

# PROXY FORM

Strike Resources Limited  
A.B.N. 94 088 488 724

www.strikeresources.com.au

Email: info@strikeresources.com.au

**PLEASE RETURN TO:**  
The Company Secretary  
Strike Resources Limited  
Level 14, The Forrest Centre  
221 St Georges Terrace, Perth WA 6000  
Enquiries: +61 8 9214 9700  
**Facsimile: +61 8 9322 1515**

Name1  
Name2  
Name3  
Name4  
Name5  
Name6

Holder Reference: {HIN\_SRN}  
Shares held as at 6 October 2008: {BAL}  
Current Election to Receive Hard-Copy Annual Report: {}

## A. Appointment of Proxy

I/We being a member/s of Strike Resources Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with an "X")

*(If you have appointed the Chairman of the Meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote all Chairman's Open Proxies in favour of all resolutions.)*

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person 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 Strike Resources Limited to be held in the **Fremantle Room, at Parmelia Hilton Hotel, 14 Mill Street, Perth**, Western Australia at **11:45 am (Perth time) on Thursday, 6 November 2008** and at any adjournment of such Annual General Meeting

## B. Voting directions to your proxy – please mark to indicate your directions

### RESOLUTION

	For	Against	Abstain*
(1) Re-elect A. Farhad Moshiri as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) Re-elect John Stephenson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) Ratify previous 9.5 million Share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) Ratify previous Option issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(5) Adoption of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(6) Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

\_\_\_\_\_ %

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

## C. Change of Address and Annual Report Elections (refer notes 1 and 2 overleaf)

Mark this box with an 'X' if you want to make any changes to your address details

Mark this box with an 'X' if you wish to receive a printed Annual Report by post

Mark this box with an 'X' if you wish to receive an electronic Annual Report by email and specify your email address below

## D. PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date

Email

## INSTRUCTIONS FOR COMPLETING PROXY FORM

### 1. Change of Address

Your pre-printed name and address is as it appears on the share register of Strike Resources Limited. If this information is incorrect, please mark the box at **Section C** of the proxy form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. Annual Report Elections

The Australian Government has introduced legislation changing the default option for receiving annual reports. Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:

- (a) make a written request for a hard copy annual report to be mailed to you; or
- (b) make a written request for an electronic copy of the annual report to be emailed to you.

If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.

3. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

4. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.

5. A proxy need not be a shareholder of the Company.

6. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

7. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

8. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of an appropriate Power of Attorney should be produced for admission to the meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 9. Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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 indicate the office held by signing in the appropriate place.

### 10. Lodgment of a Proxy

This Proxy Form (and the original or certified copy of any Power of Attorney under which it is signed) must be received at the address below not later than **11:45 am (Perth time) on 4 November 2008** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.

**Proxy Forms may be lodged** by posting, delivery or facsimile to the address below:

Strike Resources Limited  
REPLY PAID 83399  
Perth WA 6000

Strike Resources Limited  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth Western Australia 6000

By Facsimile: +61 8 9322 1515