



COPPER STRIKE LIMITED
ACN 108 398 983

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 8 November 2018

Time of Meeting:
11.00am (AEDT)

Place of Meeting
Baker McKenzie
Level 19, 181 William Street
Melbourne, Victoria, 3000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

COPPER STRIKE LIMITED

ACN 108 398 983

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Copper Strike Limited (the "Company") will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 at 11.00am (AEDT) on Thursday 8 November 2018.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2018.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2018 be adopted."

Resolution 2: Re-election of Mr Harry Hatch as a Director of the Company

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

"That Mr Harry Hatch, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."

SPECIAL BUSINESS

Resolution 3: Repeal and replacement of Constitution

To consider and, if thought fit, pass the following Resolution as a special resolution:

"That, in accordance with section 136 of the Corporations Act, the Constitution be repealed and replaced with a Constitution in the form of the document entitled "Constitution of Copper Strike Limited" tabled at this Meeting (the "Replacement Constitution"), and signed by the Chairman for the purposes of identification, with effect from the close of this Meeting."

The Corporations Act requires that, in order for Resolution 3 to be effective, it must be passed as a special resolution, which requires 75% of votes cast on the Resolution (whether by Shareholders in person, or by proxy or by attorney and entitled to vote on the Resolution) to be in favour.

By the order of the Board



Melanie Leydin
Company Secretary

Dated: 2 October 2018

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
 - h. To be effective, proxy forms must be received by the Company's share registry (Security Transfer Australia) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 11.00am (AEDT) on Tuesday, 6 November 2018. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote:

- (a) in accordance with a direction on the proxy form; or
- (b) by the Chairman of the meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolutions 2 & 3

There are no voting exclusions on these resolutions.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2018 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. Alternatively you may access the Annual Report at the Company's website: www.copperstrike.com.au or via the Companies announcement platform on ASX. Except as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the 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 in the Directors' Report in the Company's 2018 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Directors Recommendation

The Board recommends that all eligible Shareholders vote in favour of Resolution 1 (Remuneration Report).

Resolution 2: Re-election of Mr Harry Hatch as a Director of the Company

The Constitution of the Company requires that at every annual general meeting, one-third of the Directors (excluding the Managing Director and any other Director appointed since the last Annual General Meeting), shall retire from office and provides that such Director(s) is eligible for re-election at the meeting. Mr Hatch being eligible, offers himself for re-election.

Harry has been involved in the real estate market since the early 1980's in buying and developing properties worldwide. He has also been involved in the stock markets in Australia and overseas for more than 25 years, and has been appointed to several board positions over the years. Harry currently runs a mid-size Therapeutics Business with over 100 staff, of which he has been Managing Director for over 30 years.

Directors Recommendation

The Board (with Mr Hatch abstaining), recommends that shareholders vote in favour of the re-election of Mr Hatch. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Hatch's re-election.

Resolution 3: Repeal and replacement of Constitution

This resolution seeks Shareholder approval to replace the Company's existing Constitution with the Replacement Constitution.

A review of the current Constitution has been conducted, as a result of which the Board believes that the Constitution should be brought up to date with the current provisions of the Act and the Listing Rules. In addition, the Board considers that numerous provisions in the current Constitution should be brought into line with corporate governance best practices and current market practices for ASX-listed companies.

Rather than make significant amendments to the current Constitution, the Board believes that it is preferable to repeal the current Constitution and adopt the Replacement Constitution.

ASX has determined it has no objections in relation to the Replacement Constitution. The Replacement Constitution contains a number of changes to the Company's current constitution, many of which are administrative or relatively minor in nature. A brief overview of the material differences between the current constitution and the Replacement Constitution is set out in the table below. This overview is not exhaustive and does not identify all of the differences between the current constitution and the Replacement Constitution.

Prior to the Meeting, copies of the existing Constitution and Replacement Constitution will be available at www.copperstrike.com.au. A copy of the Replacement Constitution, signed by the Chairman for the purposes of identification, will also be tabled at the Meeting.

Overview of material differences between existing Constitution and Replacement Constitution

Change	Explanation of Change
General Update	The proposed Replacement Constitution generally updates the various provisions in a variety of respects to reflect industry best practice in a form that ASX has provided no objections.
Unmarketable Parcels	The proposed Replacement Constitution provides greater flexibility in relation to determining the sale price of shares the subject of an unmarketable parcel campaign by removing the requirement to set a minimum floor price. The Company's current Constitution does not include a provision for unmarketable parcels.
Director Rotation	The proposed Replacement Constitution reduces the administrative burden of annual rotation of directors from one-third to one director at each annual general meeting.
Proportional Bid Provision	The proposed Replacement Constitution removes the requirement for the Company to approve the renewal of proportional off-market bid provisions in accordance with its Constitution on the third anniversary at every third annual general meeting.

Directors Recommendation

The Board recommends that shareholders vote in favour of the replacement of the Company's Constitution. The Chairman of the meeting intends to vote undirected proxies in favour of adopting the Replacement Constitution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2018;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHESS**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Copper Strike Limited ACN 108 398 983;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Copper Strike Limited for the financial year ended 30 June 2018 and which is set out in the 2018 Annual Report.

“**Replacement Constitution**” means the constitution in the form of the document entitled “Constitution of Copper Strike Limited” tabled at this Meeting and proposed to be adopted by the Company as its new constitution in accordance with Resolution 3 of the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means a schedule to this Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“**VWAP**” means volume weighted average price.

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COPPER STRIKE LIMITED

ACN: 108 398 983

REGISTERED OFFICE:LEVEL 4
100 ALBERT ROAD
SOUTH MELBOURNE VIC 3205

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SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

CSE

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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 the Company to be held at 11:00am AEDT on Thursday 8 November 2018 at Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Adoption of Remuneration Report
2. Re-election of Mr Harry Hatch as a Director of the Company
3. Repeal and replacement of Constitution

For**Against****Abstain***

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am AEDT on Tuesday 6 November 2018.

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