



**Straits Resources Limited**  
ABN 30 147 131 977

## **NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT**

The General Meeting of Shareholders of Straits Resources Limited will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia at 10:00am (WST) on Thursday 22 March 2012.

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

## Table of Contents

Table of Contents .....	1
Notice of Meeting .....	2
Explanatory Statement .....	3
1. Background .....	5
1.1 The Capital Raising .....	5
1.2 Use of funds under the Capital Raising .....	5
1.3 Details of the Institutional Placement and the Resolutions .....	5
1.4 Approvals sought .....	6
2. Resolution 1 – Previous issue of First Tranche Shares to Institutional Investors .....	6
2.1 Approval under ASX Listing Rule 7.4 .....	6
2.2 Information required by ASX Listing Rule 7.5 .....	6
2.3 Consequences of Resolution 1 not being approved .....	6
2.4 Directors’ recommendation .....	7
3. Resolution 2 – Issue of Second Tranche Shares to Institutional Investors .....	7
3.1 Approval under ASX Listing Rule 7.1 .....	7
3.2 Information required by ASX Listing Rule 7.3 .....	7
3.3 Consequences of Resolution 2 not being approved .....	7
3.4 Directors’ recommendation .....	7
4. Resolutions 3 and 4 – Issue of Second Tranche Shares to Executive Directors .....	8
4.1 Approval under ASX Listing Rule 10.11 .....	8
4.2 Information required by ASX Listing Rule 10.13 .....	8
4.3 Consequences of Resolutions 3 and 4 not being approved .....	8
4.4 Directors’ recommendation .....	9
5. Glossary .....	10

## **Notice of Meeting**

The General Meeting of Shareholders of Straits Resources Limited (**Company**) will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 22 March 2012 commencing at 10:00am (WST) to consider the following resolutions.

### **Special Business**

#### **Resolution 1: Approval of previous issue of First Tranche Shares to Institutional Investors**

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

*That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the previous issue of 48,700,000 Shares at an issue price of A\$0.60 to Institutional Investors on the terms set out in the Explanatory Statement.*

#### **Resolution 2: Approval of issue of Second Tranche Shares to Institutional Investors**

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

*That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 26,300,000 Shares at an issue price of A\$0.60 to Institutional Investors on the terms set out in the Explanatory Statement.*

#### **Resolution 3: Approval of issue of Second Tranche Shares to Milan Jerkovic**

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

*That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 833,334 Shares at an issue price of A\$0.60 to Milan Jerkovic on the terms set out in the Explanatory Statement.*

#### **Resolution 4: Approval of issue of Second Tranche Shares to Michael Gibson**

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

*That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 166,667 Shares at an issue price of A\$0.60 to Michael Gibson on the terms set out in the Explanatory Statement.*

## **Explanatory Statement**

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it.

The Glossary in section 5 of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

## **Eligibility to vote**

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to attend and vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm Sydney time (4:00pm WST) on Tuesday, 20 March 2012. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the General Meeting.

## **Voting exclusion statement**

The Company will disregard any votes cast on:

- Resolution 1 by an Institutional Investor who participated in the issue of First Tranche Shares or any of their associates;
- Resolution 2 by an Institutional Investor who has agreed to participate in the issue of Second Tranche Shares or any of their associates;
- Resolution 3 by Milan Jerkovic and any of his associates; and
- Resolution 4 by Michael Gibson and any of his 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 a direction on the proxy form to vote as the proxy decides.

## **Proxies**

Please note that:

- a Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy;
- a proxy has the same rights as the Shareholder to speak, vote on a show of hands and vote on a poll except where a Shareholder has appointed two proxies, in which case, neither proxy may vote on a show of hands; and
- a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise but where the proportion is not specified, each proxy may exercise half the votes.

The enclosed proxy form and the notes below provide further details on appointing proxies and lodging proxy forms.

### **Voting in person**

To vote in person, attend the meeting on the date and at the place set out on the front page of the Notice of Meeting.

### **Voting by proxy**

To vote by proxy, please complete and lodge the proxy form by one of the following methods:

- online, by visiting [www.investorvote.com.au](http://www.investorvote.com.au);
- mailing the completed enclosed proxy form to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001 Australia;
- faxing the completed enclosed proxy form to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- for Intermediary Online Subscribers only (custodians), by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions,

so that your proxy form is received no later than 10:00am (WST) on Tuesday, 20 March 2012. **Proxy forms received after this time will be invalid.**

If proxy holders vote on a poll, they must cast all directed proxies as directed. Any directed proxies (ie you have directed your proxy to vote in a particular way by marking a box on your proxy form in relation to an item of business) which are not voted on a poll will automatically default to the chairman of the meeting, who must vote the proxies as directed.

### **Corporate Representatives**

Any corporate holder of Shares 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 them to act as that company's representative. The authority may be sent to the Company and/or share registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An "Appointment of Corporate Representative" form is available from the Company's share registry, Computershare Investor Services Pty Limited (see above for contact details), if required.

### **Voting by attorney**

A Shareholder entitled to attend and vote at the meeting is entitled to appoint an attorney to attend and vote at the meeting on the Shareholder's behalf. An attorney need not be a Shareholder.

The instrument appointing the power of attorney must be duly executed and must specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one to apply for all future meetings. To be effective, the power of attorney must be lodged in the same manner, and by the same time, as outlined above for mailing completed proxy forms.

### **By Order of the Board of Directors**



Matthew Smith

Company Secretary  
21 February 2012

## Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with business to be conducted at the Company's General Meeting to be held on Thursday, 22 March 2012 commencing at 10:00am (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in the Notice of Meeting and Explanatory Statement are defined in the Glossary.

### 1. Background

#### 1.1 The Capital Raising

As announced to ASX on 13 February 2012, the Company is undertaking a capital raising to raise up to A\$50 million comprising:

- the Institutional Placement, which involves the issue of a total of 75 million Shares in two tranches at an issue price of A\$0.60 per Share to Institutional Investors to raise A\$45 million in aggregate; and
- a Share Purchase Plan under which the Company is offering eligible Shareholders with a registered address in Australia or New Zealand the opportunity to each subscribe for up to A\$15,000 worth of Shares at the same issue price of A\$0.60 per Share to raise up to A\$5 million. A booklet containing details of the Share Purchase Plan was despatched to eligible Shareholders on or about Tuesday, 21 February 2012 and released to ASX on that date,

(together, the Institutional Placement and Share Purchase Plan being the **Capital Raising**).

#### 1.2 Use of funds under the Capital Raising

The funds raised under the Capital Raising will be used to:

- repay the existing J.P. Morgan six month loan facility (US\$10 million);
- exercise the option to terminate the new offtake agreement with J.P. Morgan for shipments scheduled from 1 July 2012 (US\$9 million);
- conduct further exploration and feasibility on the prospective Avoca Tank Project and associated targets near the Tritton Copper Mine with a view to assessing potential for development;
- complete the Mt Muro production ramp-up and accelerate exploration at Mt Muro; and
- provide Straits with working capital to enable it to maintain a prudent liquidity buffer to support the operation of two large and growing mining operations (Tritton and Mt Muro) and to meet the costs of the Capital Raising.

#### 1.3 Details of the Institutional Placement and the Resolutions

The Institutional Placement will be completed in two tranches.

The first tranche of 48,700,000 Shares (the **First Tranche Shares**) were allotted to Institutional Investors on 17 February 2012. The number of First Tranche Shares was limited to the number permitted under ASX Listing Rule 7.1 (see section 2.1 for further information on this requirement). The Company is seeking a Shareholder approval under Resolution 1 so that the issue of First Tranche Shares can be excluded from the Company's 15% limit in accordance with ASX Listing Rule 7.1.

As the Company does not currently have room within its 15% limit to issue the balance of the 26,300,000 Shares under the Institutional Placement (the **Second Tranche Shares**), the Company is seeking a Shareholder approval under Resolution 2 so that it can issue the Second Tranche Shares for the purposes of ASX Listing Rule 7.1.

To support the Institutional Placement, Executive Directors Milan Jerkovic (CEO) and Michael Gibson (Executive Director Corporate & Finance) have agreed to subscribe for up to 833,334 and 166,667 Second Tranche Shares respectively at the same issue price of A\$0.60 per Share offered to other Institutional Investors. The issue of Second Tranche Shares to Mr Jerkovic and Mr Gibson is subject to the Company obtaining specific Shareholder approvals under ASX Listing Rule 10.11 (Resolutions 3 and 4). Shareholder approval under ASX Listing Rule 10.11 is required for the Company to be able to issue Shares to each of Mr Jerkovic and Mr Gibson as they are both related parties of the Company.

## 1.4 Approvals sought

Resolution	ASX Listing Rule	Details
Resolution 1	7.4	Ratification of issue of the First Tranche Shares to Institutional Investors at an issue price of A\$0.60 per Share
Resolution 2	7.1	Approval of issue of the Second Tranche Shares to Institutional Investors at an issue price of A\$0.60 per Share
Resolution 3	10.11	Approval of issue of up to 833,334 Second Tranche Shares to Milan Jerkovic at an issue price of A\$0.60 per Share
Resolution 4	10.11	Approval of issue of up to 166,667 Second Tranche Shares to Michael Gibson at an issue price of A\$0.60 per Share

## 2. Resolution 1 – Previous issue of First Tranche Shares to Institutional Investors

### 2.1 Approval under ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that without Shareholder approval, the Company must not issue or agree to issue equity securities comprising more than 15% of the Company's issued capital as at 12 months before the date of issue of the relevant securities, subject to certain adjustments set out in the Rule.

The number of First Tranche Shares was calculated to ensure that the issue of the First Tranche Shares would not result in the Company exceeding this 15% limit. Under Resolution 1, the Company now seeks ratification of the issue of the First Tranche Shares for the purposes of ASX Listing Rule 7.4 so that the First Tranche Shares can be excluded from the Company's 15% limit under ASX Listing Rule 7.1. This will provide the Company with greater flexibility in considering any necessary future fundraising without further reference to Shareholders.

### 2.2 Information required by ASX Listing Rule 7.5

For approvals under ASX Listing Rule 7.4, ASX Listing Rule 7.5 requires the Company to disclose certain information to Shareholders, as follows:

Issue Date	17 February 2012
Number of Shares issued	48,700,000
Issue price	A\$0.60 per Share
Terms of the Shares	Fully paid ordinary shares
Allottees	Institutional Investors who are either clients of Euroz Securities Limited or existing Shareholders
Use of funds	The funds raised will be used by the Company for the purposes set out in section 1.2 above

### 2.3 Consequences of Resolution 1 not being approved

If Resolution 1 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to Shareholders will be restricted.

## 2.4 Directors' recommendation

The Directors, other than Alastair Morrison, unanimously recommend that Shareholders vote in favour of Resolution 1.

As the Company's largest shareholder, Standard Chartered Private Equity Limited, participated in the issue of First Tranche Shares under the Institutional Placement, its nominee Director Alastair Morrison declines to provide a recommendation to Shareholders on how to vote on Resolution 1.

## 3. Resolution 2 – Issue of Second Tranche Shares to Institutional Investors

### 3.1 Approval under ASX Listing Rule 7.1

As noted in section 2.1 above, ASX Listing Rule 7.1 provides that without Shareholder approval, the Company must not issue or agree to issue equity securities comprising more than 15% of the Company's issued capital as at 12 months before the date of issue of the relevant securities, subject to certain adjustments set out in the Rule.

Shareholder approval is sought under Resolution 2 because without it, the issue of the Second Tranche Shares would result in the Company exceeding its 15% limit under ASX Listing Rule 7.1.

Accordingly, if Shareholder approval for Resolution 2 is obtained, the Second Tranche Shares will be issued and the Company will be able to access the approximately A\$15.8 million to be raised from the issue of Second Tranche Shares to apply towards the uses described in section 1.2 above. The Second Tranche Shares will also not need to be counted in the Company's 15% limit under ASX Listing Rule 7.1. This will provide the Company with greater flexibility in considering any necessary further fundraising without further reference to Shareholders.

### 3.2 Information required by ASX Listing Rule 7.3

For approvals under ASX Listing Rule 7.1, ASX Listing Rule 7.3 requires the Company to disclose certain information to Shareholders, as follows:

Maximum number of Shares the entity is to issue or the formula for calculating the number of Shares the entity is to issue	26,300,000
Issue date	No later than three months after the date of approval
Issue price	A\$0.60
Terms of the Shares	Fully paid ordinary shares
Allottees	Institutional Investors who are either clients of Euroz Securities Limited or existing Shareholders
Use of funds	The funds raised will be used by the Company for the purposes set out in section 1.2 above
Date of allotment	26 March 2012

### 3.3 Consequences of Resolution 2 not being approved

If Resolution 2 is not approved, the Company will not have sufficient funds to carry out all of the uses described in section 1.2 above. The Company may also seek to obtain alternative funding to make up the funding shortfall of approximately A\$15.8 million, which may not be available on as favourable terms as the Institutional Placement or at all. If the Company is unable to secure an alternative funding solution, the funding shortfall may have an adverse effect on the Company and its operations.

### 3.4 Directors' recommendation

The Directors, other than Alastair Morrison, unanimously recommend that Shareholders vote in favour of Resolution 2.



Standard Chartered Private Equity Limited has agreed to participate in the issue of Second Tranche Shares under the Institutional Placement and its nominee Director Alastair Morrison declines to provide a recommendation to Shareholders on how to vote on Resolution 2.

## **4. Resolutions 3 and 4 – Issue of Second Tranche Shares to Executive Directors**

### **4.1 Approval under ASX Listing Rule 10.11**

ASX Listing Rule 10.11 prohibits the Company from issuing equity securities to a related party of the Company, such as an Executive Director, without the Company obtaining Shareholder approval, unless an exception applies. None of the exceptions to ASX Listing Rule 10.11 apply in respect of Resolutions 3 and 4.

ASX Listing Rule 7.1 provides that without Shareholder approval, the Company must not issue or agree to issue equity securities comprising more than 15% of the Company's issued capital as at 12 months before the date of issue of the relevant securities, subject to certain adjustments set out in the Rule.

However, ASX Listing Rule 7.2 exception 14 provides that the issue of equity securities in accordance with a Shareholder approval under ASX Listing Rule 10.11 will be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 so long as the notice of meeting discloses this fact. This means that if Shareholder approval is obtained for the issue of Shares under ASX Listing Rule 10.11, it is not separately required under ASX Listing Rule 7.1. Accordingly, if Resolutions 3 and 4 are approved, the Second Tranche Shares will be issued to the Executive Directors and they will not be counted in the Company's 15% limit under ASX Listing Rule 7.1.

### **4.2 Information required by ASX Listing Rule 10.13**

For approvals under ASX Listing Rule 10.11, ASX Listing Rule 10.13 requires the Company to disclose certain information to Shareholders, as follows:

	<b>Resolution 3</b>	<b>Resolution 4</b>
Name of the persons to be issued the securities	Milan Jerkovic or a related party of Milan Jerkovic	Michael Gibson or a related party of Michael Gibson
Maximum number of securities to be issued to each person	833,334 Shares	166,667 Shares
Date of issue	No later than one month after the date of the approval	
Issue price of the securities and a statement of the terms of the issue	A\$0.60 per Share. The Shares will be fully paid ordinary shares and will rank equally with all existing Shares	
Use of funds	The funds raised will be used by the Company for the purposes set out in section 1.2 above	

### **4.3 Consequences of Resolutions 3 and 4 not being approved**

#### **(a) Resolution 3**

If Resolution 2 is approved but Resolution 3 is not approved, the Company will have an approximate A\$500,000 shortfall under the Institutional Placement which it may seek to place to Institutional Investors other than the Executive Directors. This shortfall is not expected to have a material effect on the Company or its operations.

#### **(b) Resolution 4**

If Resolution 2 is approved but Resolution 4 is not approved, the Company will have an approximate A\$100,000 shortfall under the Institutional Placement which it may seek to place to Institutional Investors other than the Executive Directors. This shortfall is not expected to have a material effect on the Company or its operations.

#### **4.4 Directors' recommendation**

(a) Resolution 3

The Directors, other than Milan Jerkovic, unanimously recommend that Shareholders vote in favour of Resolution 3.

(b) Resolution 4

The Directors, other than Michael Gibson, unanimously recommend that Shareholders vote in favour of Resolution 4.

## 5. Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

<b>ASX</b>	means ASX Limited or the securities exchange it operates, as the context requires.
<b>ASX Listing Rules</b>	means Listing Rules of ASX, as amended, replaced or waived by ASX from time to time.
<b>Board</b>	means the board of Directors.
<b>Capital Raising</b>	means the capital raising being undertaken by the Company by way of the Institutional Placement and Share Purchase Plan to raise up to approximately A\$50 million.
<b>Company</b>	means Straits Resources Limited (ABN 30 147 131 977).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) and all regulations made pursuant to such legislation, as amended from time to time.
<b>Director</b>	means a director of the Company.
<b>Executive Directors</b>	means Milan Jerkovic (CEO) and Michael Gibson (Executive Director Corporate & Finance).
<b>First Tranche Shares</b>	means the first tranche of 48,700,000 Shares issued under the Institutional Placement on 17 February 2012 at an issue price of A\$0.60 per Share which raised approximately A\$29.2 million.
<b>Institutional Investors</b>	means institutional and exempt investors (including the Executive Directors) to whom Shares can be offered without disclosure under the Corporations Act.
<b>Institutional Placement</b>	means the previous issue of the First Tranche Shares and the proposed issue of Second Tranche Shares to Institutional Investors to raise A\$45 million.
<b>Second Tranche Shares</b>	means the second tranche of 26,300,000 Shares proposed to be issued under the Institutional Placement at an issue price of A\$0.60 per Share to raise approximately A\$15.8 million.
<b>Share Purchase Plan</b>	means the share purchase plan under which the Company is offering eligible Shareholders with a registered address in Australia or New Zealand the opportunity to each subscribe for up to A\$15,000 worth of Shares at an issue price of A\$0.60 per Share to raise up to A\$5 million. A booklet containing details of the Share Purchase Plan was despatched to eligible Shareholders on or about Tuesday, 21 February 2012 and released to ASX on that date.
<b>Shareholders</b>	means persons whose names are entered in the register of members of the Company, maintained by or on behalf of the Company.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a person who holds Shares.
<b>WST</b>	means Western Standard Time



# Straits Resources Limited

ABN 30 147 131 977

## Lodge your vote:



**Online:**  
www.investorvote.com.au



**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

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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

## Proxy Form



Vote online, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



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

**For your vote to be effective it must be received by 10.00am (WST) Tuesday 20 March 2012**

### 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 for Postal Forms

**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 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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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 Straits Resources 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 General Meeting of Straits Resources Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 22 March 2012 at 10.00am (WST) and at any postponement or 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
Resolution 1	Approval of previous issue of First Tranche Shares to Institutional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of Second Tranche Shares to Institutional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Second Tranche Shares to Milan Jerkovic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Second Tranche Shares to Michael Gibson	<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 / /

SRQ

1 4 4 3 1 6 A

Computershare +