

Form **604**
Corporations Act
671B

Notice of change in interests of substantial holder

To: Company Name/Scheme: **STRIKE RESOURCES LIMITED (ASX:SRK)**

ABN **94 088 488 724**

1. Details of substantial holders ⁽¹⁾

Name		ACN / ABN
ORION EQUITIES LIMITED	(ASX:OEQ)	ABN 77 000 742 843
QUESTE COMMUNICATIONS LTD	(ASX:QUE)	ABN 58 081 688 164

There was a change in the interests of the substantial holders on: 3 September 2015
The previous notice was given to the company on: 2 September 2015
The previous notice was dated: [2 September 2015](#)

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities ⁽⁴⁾	Previous notice		Present notice	
	Person's votes	Voting power ⁽⁵⁾	Person's votes	Voting power ⁽⁵⁾
Ordinary Shares	54,465,096	37.476%	62,553,493	43.041%
Based on SRK total issued share capital of (shares)	145,334,268		145,334,268	

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
				Ordinary shares	
2 September 2015	BEL	Acquisition of a relevant interest in ordinary shares in SRK as a result of acceptances received under a takeover offer made by BEL dated 31 July 2015, the terms of which are set out in the Bidder's Statement despatched to SRK shareholders and released on ASX on 31 July 2015 (Offer) ^B	5.5 cents per ordinary share ^C	631,600 ^D	631,600 ^D
3 September 2015 ^A				7,456,797	7,456,797
TOTAL				8,088,397	8,088,397

- (A) Refer Bentley's 4 September 2015: Notice of Change in Interests of Substantial Holder in SRK
- (B) Refer Bentley's ASX Announcement dated 31 July 2015: [Despatch of Bidders Statement to Holders of Strike Resources Limited](#). Also available at www.asx.com.au under the ASX codes BEL and SRK.
- (C) BEL's Offer is conditional on the fulfilment, or waiver by BEL, of a number of conditions specified in the Offer, on or before the dates specified in the Offer (**Conditions**) (refer Section 8.7 of the Bidder's Statement). BEL's obligation to pay the consideration is conditional on the fulfilment, or waiver by BEL, of the Conditions (refer Section 8.13 of Bidder's Statement). On **26 August 2015**, BEL announced that it had freed its Offer from all Conditions other than that no Prescribed Occurrence¹ occurs before the end of the Offer period.² On 4 September 2015, BEL announced that the 'no Prescribed Occurrence' condition was not triggered as at the end of the Offer period (on 2 September 2015). As such, the Offer is now unconditional.
- (D) This does not include OEQ's acceptance under the Offer in respect of 6,690,802 SRK shares as QUE/OEQ has an existing relevant interest in these shares already

¹ Refer to the condition in Section 8.7(g) of Bentley's [Bidder's Statement](#) - a "Prescribed Occurrence" is defined in the Bidder's Statement as an event or circumstance of the kind referred to in [section 652C](#) of the *Corporations Act 2001 (Cth)*.

² Refer Bentley's ASX Announcement dated 26 August 2015: [Takeover Bid For Strike Resources – Offer Declared Free Of Defeating Conditions Except Prescribed Occurrences](#)

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Nature of relevant interest ⁽⁶⁾	Class and number of securities	Person's votes
				Ordinary shares	
OEQ	OEQ	OEQ	Legal and beneficial holder of shares	10,000,000	10,000,000
QUE			Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ		
OEQ	OEQ	BEL ^E	Legal and beneficial holder of shares pending transfer to BEL pursuant to an acceptance by OEQ under the Offer	6,690,802	6,690,802
QUE			Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ		
BEL			BEL has a relevant interest under section 608(8) of the Act pursuant to an acceptance received from OEQ under the Offer		
BEL	The various registered holders of the SRK shares who have accepted the Offer	BEL ^E	BEL has a relevant interest under section 608(8) of the Act pursuant to acceptances received under the Offer	45,862,691	45,862,691
OEQ			Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which BEL has a relevant interest by reason of having greater than 20% voting power (ie. shareholding) in BEL		
QUE			Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ		
TOTAL				62,553,493	62,553,493

(E) BEL will become registered holder of the specified SRK shares upon payment of the Bid consideration to SRK shareholders who have accepted the Offer.

5. Changes in association

The persons who have become associates⁽²⁾ of, ceased to be associates of, or have change the nature of their association⁽⁹⁾ with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name	ACN/ARSN (if applicable)	Nature of association
N/A	N/A	N/A


6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Orion Equities Limited ABN 77 000 742 843 (OEQ)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Queste Communications Ltd ABN 58 081 688 164 (QUE)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Bentley Capital Limited ABN 87 008 108 218 (BEL)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005

Signature


 sign here _____ date 4 September 2015
 print name VICTOR HO capacity Director and Company Secretary of OEQ


 sign here _____ date 4 September 2015
 print name VICTOR HO capacity Director and Company Secretary of QUE

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

- (a) any relevant agreement or other circumstance because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.