



NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT TO SHAREHOLDERS

Date and Time of Meeting: 10:30 am (Perth time)
on Thursday, 22 December 2005

Place of Meeting: Suite 3
The Forrest Centre Conference Suites
Level 14, The Forrest Centre
221 St Georges Terrace
Perth, Western Australia

IMPORTANT NOTICE

It is recommended that shareholders read this Notice of AGM 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 Directors consider that the matters contemplated in all of the resolutions to be considered at this AGM are in the best interests of the Company and recommend that shareholders **VOTE IN FAVOUR** of all resolutions set out in the Notice.

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PURPOSE OF THIS DOCUMENT

This Notice 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 AGM. Shareholders should read this Notice and Explanatory Statement in full to make an informed decision regarding the resolutions considered at this AGM.

This Notice and Explanatory Statement is dated 22 November 2005.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

ENQUIRIES

If you have any questions regarding the matters set out in this Notice and Explanatory Statement, please contact the Company or your professional advisers.

CORPORATE DIRECTORY

BOARD

John F. Stephenson	Chairman
H. Shanker Madan	Director
Farooq Khan	Director
Victor P. H. Ho	Director

COMPANY SECRETARY

Victor Ho

PRINCIPAL & REGISTERED OFFICE

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ASX CODE

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of shareholders of Fast Scout Limited A.C.N. 088 488 724 (**Company**) will be held at The Forrest Centre Conference Suites, Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia at 10:30 am (Perth time) on Thursday, 22 December 2005.

AGENDA

1. Annual Reports

To consider and receive the 2005 Directors' Report, Financial Statements and Audit Report of the Company.

2. Resolution 1 – Change of Activities

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon the passing of Resolutions 2 and 3 of this Notice, approval is given to the Company, for the purposes of Listing Rule 11.1 of the Listing Rules of the ASX and for all other purposes, to make a significant change to the nature and scale of its activities by becoming a mineral exploration and development company”

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

3. Resolution 2 – Ratify Agreement for the Acquisition of Interests in Tenements and the Issue of Shares to Hume Mining NL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 1 of this Notice:

- (a) *shareholders ratify and approve the entry by the Company into the Hume Agreement for the acquisition of interests in the Hume Tenements which are specified in, and on the terms and conditions set out in, the Explanatory Statement accompanying this Notice; and*
- (b) *approval is given to the Company, for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, to issue, on a date subsequent to the passing of Resolutions 1 and 2 the following fully paid ordinary shares in the capital of the Company to Hume as consideration for the acquisition of interests in the Hume Tenements pursuant to the Hume Agreement:*
 - (i) *5,000,000 shares if Resolution 10 of this Notice is passed and the shares are issued prior to the Share Conversion Record Date or if Resolution 10 is not passed; or*
 - (ii) *1,666,667 shares if Resolution 10 of this Notice is passed and the shares are issued after the Share Conversion Record Date,*

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 Hume Mining NL and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

4. Resolution 3 – Agreement for the Acquisition of Interest in a Tenement and the Issue of Shares to Uranium Oil and Gas Limited

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 1 of this Notice:

- (a) shareholders ratify and approve the entry by the Company into the UOG Agreement for the acquisition of the UOG Tenement which is specified in, and on the terms and conditions set out in, the Explanatory Statement accompanying this Notice; and*
- (b) approval is given to the Company, for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, to issue, on a date subsequent to the passing of Resolutions 1 and 3, the following fully paid ordinary shares in the capital of the Company to UOG as consideration for the acquisition of an interest in the UOG Tenement pursuant to the UOG Agreement:*
 - (i) 350,000 shares if Resolution 10 of this Notice is passed and the shares are issued prior to the Share Conversion Record Date or if Resolution 10 is not passed; or*
 - (ii) 116,667 shares if Resolution 10 of this Notice is passed and the shares are issued after the Share Conversion Record Date,*

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 Uranium Oil and Gas Limited or Helen Mary Ansell and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

5. Resolution 4 – Authority to Enter into Kalimantan Coal Agreement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 1 of this Notice, shareholders authorise and ratify the Company (or an Indonesian incorporated company in which the Company shall hold a 100% beneficial interest) to negotiate the terms of and enter into a binding agreement substantially in accordance with the terms of the non-binding MOU relating to the Kalimantan Coal Project between the Company and the vendors of the Kalimantan Coal Project (the Kalimantan Coal Agreement), the terms of which are specified and set out in the Explanatory Statement accompanying this Notice provided always that the final terms of the Kalimantan Coal Agreement and the determination to enter into the same by the Company shall be at the sole and absolute discretion of the Board of the Company”

Voting Exclusion: The Company will disregard any votes cast on this resolution by PT Kaltim Jaya Coal, PT Kaltim Jaya Mineral or Sinarco Resources Pte Ltd and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

6. Resolution 5 – The Issue of Shares to Sinarco Resources Pte Ltd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 1 of this Notice and subject to the execution of a formal agreement in relation to the Kalimantan Coal Project between the Company and the vendors of the Kalimantan Coal Project on terms and conditions which are satisfactory to the Board of the Company in its sole and absolute discretion and subject to the satisfaction of all of the conditions to that agreement (including but not limited to completion by the Company of due diligence thereunder), approval is given to the Company, for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, to issue, on a date subsequent to the passing of Resolutions 1, 4 and 5, the following fully paid ordinary shares in the capital of the Company to Sinarco Resources Pte Ltd in consideration for the introduction of the Kalimantan Coal Project to the Company:

- (i) 1,500,000 shares if Resolution 10 of this Notice is passed and the shares are issued prior to the Share Conversion Record Date or if Resolution 10 is not passed; or*
- (ii) 500,000 shares if Resolution 10 of this Notice is passed and the shares are issued after the Share Conversion Record Date,*

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 PT Kaltim Jaya Coal, PT Kaltim Jaya Mineral or Sinarco Resources Pte Ltd and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

7. Resolution 6 – Ratify \$229,000 Share Placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the shareholders ratify and approve the issue of 2,290,000 fully paid ordinary shares in the capital of the Company at 10 cents per share (raising \$229,000 gross) on 18 October 2005 pursuant to offers exempt from disclosure under section 708 of the Corporation Act 2001, and otherwise 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 any person who has been issued shares the subject of this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

8. Resolution 7 – Ratify/Approve \$971,000 Share Placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That:

- (a) in the event that the issue of up to 9,710,000 fully paid ordinary shares in the capital of the Company, at 10 cents per share (raising up to \$971,000 gross) pursuant to offers which were exempt from disclosure under section 708 of the Corporations Act and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice (the \$971,000 Placement Shares), has occurred prior to the date of this AGM, shareholders ratify and approve, for the purposes of Listing Rule 7.4 and for all other purposes the issue of the \$971,000 Placement Shares; and*
- (b) in the event that the \$971,000 Placement Shares have not issued prior to the date of this AGM, shareholders approve, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of the \$971,000 Placement Shares.”*

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who has lodged an application with the Company to participate in the \$971,000 Share Placement the subject of this resolution and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

9. Resolution 8 – Issue of Securities under Prospectuses

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 10 of this Notice, approval is given to the Company, for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, to issue the following securities:

- (a) up to 10,000,000 fully paid ordinary shares in the capital of the Company issued pursuant to a prospectus under Chapter 6D of the Corporations Act 2001 at a minimum price of 20 cents per share (to raise up to \$2,000,000 gross) (the Prospectus Share Offer); and*
- (b) up to 24,984,850 options issued on a pro rata non renounceable basis to all shareholders of the Company whose name shall be on the register of members of the Company on the Options Record Date, pursuant to a prospectus under Chapter 6D of the Corporations Act 2001, at an issue price of one cent per option, each to acquire one ordinary fully paid share in the Company at an exercise price equal to the Prospectus Share Offer issue price (being at a minimum of 20 cents per share) with each such option expiring on 30 June 2008, provided always that the total number of options to be issued pursuant to such prospectus shall be limited to the extent that at no time shall the total number of options on issue exceed the total number of ordinary fully paid shares in the Company on issue (the Prospectus Options Offer),*

and otherwise 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 any person who, to the knowledge of the directors of the Company as at the date of this AGM, proposes to participate in the share and or option issues the subject of this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

10. Resolution 9 – Issue of Options to Hume Mining NL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolutions 1 and 2 of this Notice, approval is given to the Company, for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, to issue, on a date subsequent to the passing of Resolutions 1, 2 and 9, pursuant to the Hume Agreement and in consideration of the payment by Hume to the Company of \$10,000, the following options (each to acquire one fully paid ordinary share in the capital of the Company) to Hume:

- (a) 5,500,000 options, each to acquire one ordinary fully paid share in the Company at an exercise price of 6.67 cents with each such option expiring 5 years from the date of its issue, and*
- (b) 5,000,000 options, each to acquire one ordinary fully paid share in the Company at an exercise price of 10 cents with each such option expiring 5 years from the date of its issue,*

if Resolution 10 of this Notice is passed and if the options are issued prior to the Share Conversion Record Date or if Resolution 10 is not passed,

or:

- (c) 1,833,333 options, each to acquire one ordinary fully paid share in the Company at an exercise price of 20 cents with each such option expiring 5 years from the date of its issue, and*
- (d) 1,666,667 options, each to acquire one ordinary fully paid share in the Company at an exercise price of 30 cents with each such option expiring 5 years from the date of its issue,*

if Resolution 10 of this Notice is passed and if the options are issued after the Share Conversion Record Date,

and otherwise 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 Hume Mining NL and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

11. Resolution 10 – 1 for 3 Share Conversion

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 254H of the Corporations Act 2001, clause 114 of the Company’s constitution and for all other purposes, all issued fully paid ordinary shares in the Company as at the Share Conversion Record Date be converted, with effect on the Share Conversion Record Date, on a one (1) for three (3) basis, such that every three (3) shares held by shareholders in the Company shall be converted into one (1) share in the Company”

12. Resolution 11 - Change of Name and Modification of Constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **special resolution**:

"That, subject to and conditional upon the passing of Resolution 1 of this Notice, for the purposes of sections 136 and 157 of the Corporations Act and for all other purposes, the name of the Company be changed to "Strike Resources Limited" and the Company's constitution be modified by replacing all references therein to "Fast Scout Limited" with references to "Strike Resources Limited"(including without limitation in clause 2.1(9))"

13. Resolution 12 - Re-Election of H. Shanker Madan as Director

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

"That Mr Hem Shanker Madan, 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"

14. Resolution 13 - Re-Election of John Stephenson as Director

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

"That Dr John Francis Stephenson, 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"

15. Resolution 14 - Re-Election of Victor Ho as Director

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

"That Mr Victor Poh Hong Ho, 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"

16. Resolution 15 - 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 2005 be adopted"

DATED THIS 22nd DAY OF NOVEMBER 2005

BY ORDER OF THE BOARD



**VICTOR HO
COMPANY SECRETARY**

NOTES:

Voting Exclusion

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

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

ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits an entity from issuing, or agreeing to issue, equity securities (which includes shares and options) which exceed 15% of the total number of fully paid ordinary shares on issue in any 12 month period unless approval is obtained from shareholders.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows an issue made by the Company without prior shareholder approval under ASX Listing Rule 7.1, to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if it is subsequently approved by shareholders and did not breach ASX Listing Rule 7.1 at the time of issue.

EXPLANATORY STATEMENT

The information in this Explanatory Statement is provided to satisfy the requirements specified in the ASX Listing Rules and the Corporations Act. Shareholders should read this Explanatory Statement in full to make an informed decision regarding the resolutions to be considered at this AGM.

1. TIMETABLES⁽¹⁾

The proposed timetable in relation to the matters referred to in this Explanatory Statement is as follows:

1.	Despatch of Notice of AGM and Explanatory Statement to Shareholders	22 November 2005
2.	Suspension ⁽²⁾ of Fast Scout shares from ASX on the eve of the AGM	21 December 2005
3.	AGM	22 December 2005 ⁽³⁾
4.	Settlement of UOG Agreement and the issue of 350,000 shares (pre Share Conversion basis) to UOG	22 December 2005
5.	Issue of 9,710,000 shares under \$971,000 Share Placement (pre Share Conversion basis) to sophisticated and professional investors	22 December 2005
6.	Share Conversion Record Date	3 January 2006
7.	Date for despatch of updated holding statements to shareholders post Share Conversion	By 9 January 2006

The proposed timetable in relation to the Prospectus Share Offer and ancillary matters post AGM is as follows:

1.	Date of Prospectus Share Offer	28 November 2005
2.	Close of Prospectus Share Offer	4 January 2006
3.	Settlement of the Hume Agreement and the issue of 1,666,667 shares (post Share Conversion basis) to Hume	5 January 2006
4.	Anticipated date for issue of shares under Prospectus Share Offer	5 January 2006
5.	Anticipated date for despatch of holding statements to applicants under Prospectus Share Offer	6 January 2006
6.	Expected reinstatement of quotation of Fast Scout shares to ASX upon re-compliance with ASX Listing Rules	12 January 2006

The proposed timetable in relation to the Prospectus Options Offer and ancillary matters post AGM is as follows:

1.	Date of Prospectus Options Offer	3 February 2006
2.	Shares quoted on "ex" basis	7 February 2006
3.	Options Record Date	13 February 2006
4.	Date of despatch of Prospectus Options Offer to shareholders	By 17 February 2006
5.	Close of Prospectus Options Offer	17 March 2006
6.	Options quoted on deferred settlement basis	20 March 2006
7.	Company notifies ASX of undersubscriptions	By 22 March 2006
8.	Deferred settlement trading ends	27 March 2006
9.	Anticipated date for despatch of holding statements to applicants under Prospectus Options Offer	27 March 2006

NOTES:

- (1) Indicative dates only, which may change. The Company reserves the right to vary dates by either shortening or extending such dates, subject to the Corporations Act and ASX Listing Rules. Certain dates are also subject to the ASX Listing Rules; to the extent that any of the above dates are inconsistent with the Listing Rules, the dates prescribed under the Listing Rules shall be applicable
- (2) Pursuant to ASX requirements as advised by ASX to Fast Scout (refer Section 9 of this Explanatory Statement)
- (3) Fast Scout has obtained the consent of ASIC to extend the period within which the Company must hold its AGM from 30 November to 23 December 2005. The extension was sought by the Company as given the proximity of the AGM (which was required to be held by 30 November under the Corporations Act) and the matters requiring shareholder approval the subject of the proposed change of activity transaction and related capital raising, it was the Company's view that it would be in the best interests of shareholders (in terms of less confusion in considering and attending 2 general meetings of Fast Scout within a short period time) and the Company (in terms of reduced costs of despatching 2 sets of extensive meeting documents and convening 2 general meetings within a short period time) for such matters to be consolidated and considered at the same time at a single meeting of shareholders.

2. PROPOSED CHANGE IN BUSINESS ACTIVITY TO THE RESOURCES SECTOR

On 20 September 2005, the Company announced that it had entered into an agreement with Hume Mining NL (**Hume**), a wholly owned subsidiary of ASX listed investment company, Central Exchange Limited, to acquire a 75% interest in a suite of uranium exploration tenement applications located principally in the northern part of the Ngalia Basin in the Northern Territory. Under the Hume Agreement, Fast Scout also secured the right to earn a 75% interest in a series of further tenement interests held by Hume in Western Australia. The Hume Agreement is the subject of Resolution 2.

The Hume Agreement was part of a stated objective of the Company to seek shareholder approval for a change in its business activity to that of a mineral exploration and development company.

On 16 November 2005 the Company announced through a letter written by the Chairman of Fast Scout that after a review of the future operations of the Company, three key strategic objectives had been determined:

1. A desire to transition from that of an explorer to that of a developer/producer in a short timeframe;
2. The identification of energy assets that provide early cash flow opportunities; and
3. The ability of such assets to underpin a regular dividend flow to shareholders and fund the Company's exploration activities.

A copy of the Chairman's letter is contained in Annexure A.

The Board considered that the coal sector meets these objectives and, in accordance with the foregoing objectives, has accordingly sought to identify new opportunities in the coal sector as part of the proposed change of activities of the Company.

Resolution 4 relating to the proposed Kalimantan Coal Project reflects the first instance of the Company adopting this broadened strategic vision with respect to the proposed change of activities to the resources sector. Shareholders should refer to Section 15 of this Explanatory Statement for further details of the proposed Kalimantan Coal Project and the proposed Kalimantan Coal Agreement.

Further to the proposed change in the future direction of the Company to the resources sector and in addition to the Hume Agreement and the proposed Kalimantan Coal Agreement, the Company is also investigating other opportunities in the resources sector generally, particularly in relation to uranium, coal and other prospects in the energy sector. This includes pegging of tenements, entering into joint ventures, taking options over and acquiring tenements, projects and joint venture interests, in Australia and overseas. Shareholders should note that these activities will cover all aspects of the resources sector and will not be limited to the energy sector alone. Accordingly shareholders should note that an approval of Resolution 1 will relate to this wide scope of activity in the resources sector.

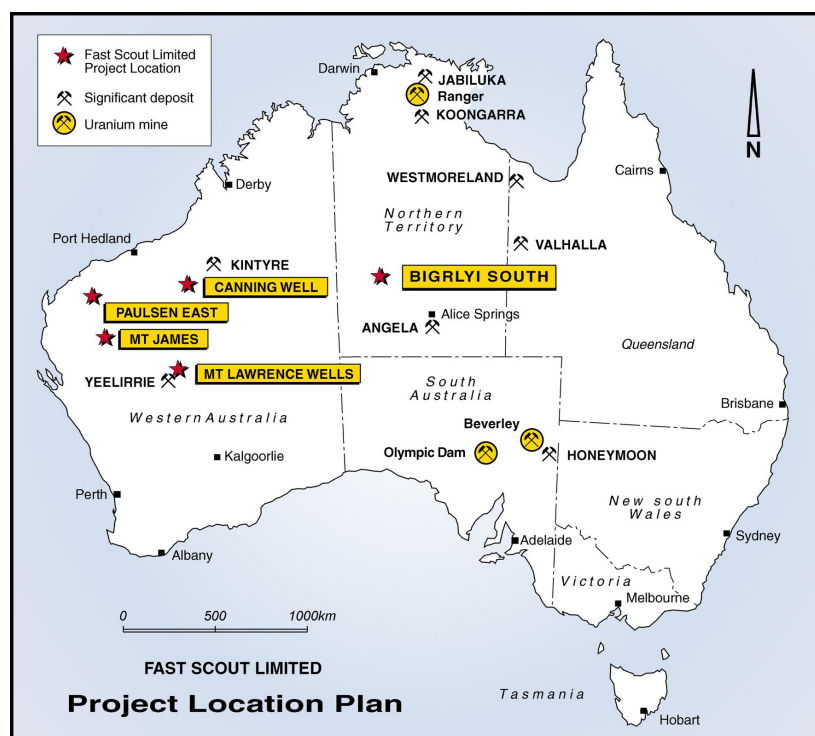
In this regard and subsequent to the acquisition of the various tenement interests from Hume, the Company has contracted to acquire further tenement interests in Western Australia from other parties (including the UOG Agreement the subject of Resolution 3) and has made direct application for the grant of mining tenements in Western Australia to add to its exploration portfolio in that state.

On 13 October 2005, the Company announced that it had declared satisfaction of due diligence in relation to the Hume Agreement. The remaining conditions for the completion of the Hume Agreement are Fast Scout shareholder approval (Resolution 2) and completion of a minimum \$2 million capital raising.

Please refer to Sections 13 and 14 of this Explanatory Statement for further details about the Hume Agreement and UOG Agreement the subject of Resolutions 2 and 3 respectively.

Please refer to Section 4 of this Explanatory Statement for a schedule of the tenement interests to be acquired by the Company and applied for directly by the Company.

The Company's project areas in the Northern Territory and Western Australia are located as outlined in the following geographic map:



3. RECENT CHANGES TO THE BOARD

On 26 September 2005, Mr H. Shanker Madan, an experienced senior geologist with more than 30 years of world-wide experience in the exploration and evaluation of mineral deposits for various commodities, was appointed a Director to assist the Company's transition to a resource focused company. The Board also advised that Mr Azhar Chaudhri and Mr Yaqoob Khan had resigned as directors. The Board thanks Messrs Chaudhri and Khan, who were founding directors of Fast Scout, for their services to the Company.

On 26 October 2005, Dr John Stephenson, previously Exploration Director of Rio Tinto Australasia with more than 35 years experience in the mineral exploration business, was appointed Non-Executive Chairman.

Mr Madan's role will change to that of Managing Director upon the completion of the Company's proposed change of activities to the resources sector after shareholder approval of Resolution 1 at this AGM and the completion of the Prospectus Share Offer and re-admission of the Company's shares to official quotation on ASX. Mr Farooq Khan, the current Managing Director of the Company will accordingly retire from that position upon Mr Madan's appointment, but will remain a Director of the Company.

Both Messrs Stephenson and Madan are also standing for re-election at this AGM – please refer to Sections 23 and 24 of this Explanatory Statement for details of their experience and qualifications.

4. TENEMENT SCHEDULE**DETAILS OF THE TENEMENTS IN WHICH THE COMPANY HAS SECURED AN INTEREST**

Project	Status	Application No	Area (Blocks)	Area (km ²)	Location / Property Name	State	Fast Scout's Interest
Northern Ngalla Basin	Application	EL 24879	82	260	Mount Doreen	NT	75% interest acquired under Hume Agreement
	Application	EL 24927	338	999	Haasts Bluff	NT	75% interest acquired under Hume Agreement
	Application	EL 24928	15	35	Mount Doreen	NT	75% interest acquired under Hume Agreement
	Application	EL 24929	26	56	Mount Doreen	NT	75% interest acquired under Hume Agreement
	Application	EL 24930	99	314	Mount Doreen	NT	75% interest acquired under Hume Agreement
Mt James (Gascoyne Region)	Application	ELA 09/1253	49	147	Mt James	WA	75% interest acquired under Hume Agreement
	Application	ELA 09/1245	35	105	Rubberoid Well	WA	70% interest acquired under UOG Agreement
	Application	ELA 09/1257	27	81	Injiru Hills	WA	100% - applied for by Fast Scout
Canning Well (East Pilbara Region)	Application	ELA 09/1258	26	78	Mortimer Hills	WA	100% - applied for by Fast Scout
	Granted	EL 46/629	19	57	Canning Well	WA	75% interest acquired under Hume Agreement
	Application	ELA 46/585	69	207	Canning Well	WA	75% (of Hume's interest) under Hume Agreement - Pursuant and subject to an agreement between Hume and Giralta Resources NL A.C.N. 009 218 204 and Adelaide Prospecting Pty Ltd A.C.N. 008 934 361 dated 12 November 2004 for Hume to earn an 85% interest in the tenement (excluding manganese mineral rights) on the terms described therein
Paulsen East (East Pilbara Region)	Application	ELA 47/1328	6	18	Paulsen East	WA	75% interest acquired under Hume Agreement
	Application	PLA 47/1170	164 hectares	1.64	Paulsen East	WA	75% interest acquired under Hume Agreement
Mt Lawrence Wells (East Murchison Region)	Granted	EL 53/1115	6	13	Dawsons Well	WA	85% interest acquired from Adelaide Prospecting Pty Ltd on 1 November 2005 in consideration for \$11,000 cash
	Application	ELA 53/1203	17	52	Mt Wilkinson	WA	100% - applied for by Fast Scout

Note:

(1) One Block = 300 hectares = 3km².

5. REVIEW OF TENEMENT INTERESTS

Details of the tenements in which the Company has secured interests are described in the Tenement Schedule contained in Section 4 of this Explanatory Statement.

5.1. Northern Territory Tenement Interests¹

Under the Hume Agreement, the Company has contracted to acquire a 75% interest in a suite of uranium exploration tenement applications located principally in the northern part of the Ngalia Basin in the Northern Territory.

These Northern Territory tenement interests, having a total area of approximately 1,666 square kilometres are adjacent to tenements surrounding the Bigrlyi Uranium Deposit (held by recent uranium float, Energy Metals Limited – ASX Code: “EME”).

In particular, Exploration Licence Application ELA 24879 lies 5 km south of the Bigrlyi Uranium Deposit and is regarded as a key tenement by the Company. As outlined below, Fast Scout’s initial examination of the geology of such tenement indicates that it may contain a similar geological environment as that hosting the Bigrlyi Uranium Deposit and has a potential for economic uranium mineralisation.

The Bigrlyi Uranium Deposit occurs in arkosic sandstones in the lower part of the late Devonian-late Carboniferous Mt Eclipse Sandstone which is host to 20 regional uranium prospects and radiometric anomalies principally in the northern margin of the Ngalia basin.

The Bigrlyi Uranium Deposit is regarded as a typical “modified roll front deposit” where uranium bearing oxidizing fluids meet with reducing conditions in layers of predominantly carbonaceous matter in a permeable formation.

The fluid formation regime at the time of formation of the Bigrlyi deposit and other prospects in the area appear to occur from north to south.

Regional geological setting indicates these uraniferous fluids probably have originated from granites of the underlying Arunta complex, and migrated southwards. Here, reaction with the reductant lithologies led to the precipitation of uranium mineralisation in the rocks of the Mount Eclipse Sandstone.

This regional uranium-bearing formation continues into ELA 24879.

All tenements under application by Hume which contain the lower Mt Eclipse Sandstone can be regarded as prospective for economic uranium mineralisation.

In particular the twin conditions of a pre-existing north to south flow regime (with ELA 24879 lying in the path of the movement of these fluids and to the south) and the nature of permeable strata interlayered with carbonaceous matter may occur in ELA 24879.

Further, low angle thrust faults are postulated as additional primary fluid conduits into the Mt Eclipse Sandstone.

These matters support the view that ELA 24879 has potential to host economic uranium mineralisation.

¹ The geology outline and exploration potential information in this Explanatory Statement has been compiled by Mr Allen J. Maynard who is a Corporate Member of the AusIMM and a Member of the Australian Institute of Geoscientists. Mr Maynard has in excess of 5 years experience which is relevant to the style of mineralisation under consideration and qualifies as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Mineral Resources and Ore Reserves (the JORC Code).” Mr Maynard provides consulting services to Fast Scout Limited. Mr Maynard consents to the inclusion in this Explanatory Statement of the matters based on his information in the form and context in which it appears.

It is anticipated that upon the grant of the tenements, exploration would advance to drilling as soon as possible.

Tenement Map 1 below outlines these Northern Territory tenement interests, providing an illustration of their proximity to the Biglryl Project tenement interests secured by Energy Metals Limited.

5.2. Western Australia Tenement Interests

Gascoyne Region²

Under the Hume Agreement, the Company has contracted to acquire a 75% interest in Mt James Exploration Licence application ELA 09/1253 in the Gascoyne region.

Under the UOG Agreement, the Company has contracted to acquire a 70% interest in Rubberoid Well Exploration Licence application ELA 09/1245 in the Gascoyne region adjacent to ELA 09/1253.

The Company has also applied for Injinu Hills Exploration Licence application ELA 09/1257 and Mortimer Hills Exploration Licence application ELA 09/1258

ELA 09/1253 and ELA 09/1245 cover ground previously explored by AGIP Nucleare (Australia) Pty Ltd (**AGIP**), (a subsidiary of Italian multi-national energy group ENI) where 0.14% U or equivalent of 0.16% U₃O₈ as uraninite in a diamond drill hole was discovered by AGIP in the 1970s.

It has been determined that AGIP conducted significant exploration activity for uranium in the Gascoyne region in the 1970s.

This activity included an airborne radiometric survey which identified a number of radiometric anomalies leading to drilling occurring on one of those anomalies.

Temporary Reserve TR 5963H was applied for by AGIP and appears to have been the main focus of AGIP's exploration activities in the Gascoyne region during the 1970s.

The Company has secured rights to a large portion of the area previously comprising TR 5963H including areas where AGIP conducted trenching and drilling for uranium and where AGIP's reports show that it intersected carnotite mineralisation in shallow trenches and up to 1400 ppm over 0.2m from 69.45 metres in hole MJD3 (**0.14% U or equivalent of 0.16% U₃O₈**) as uraninite in a diamond drill hole in ELA 09/1245. Lower grade uraninite mineralisation was also intersected in percussion drill holes nearby.

A summary of the diamond drilling results referred to above are as follows:

Hole	From (m)	To (m)	U ppm	%U	Equivalent of %U ₃ O ₈
MJD 3	69.1	69.25	100	0.0100%	0.0118%
MJD 3	69.25	69.45	520	0.0520%	0.0613%
MJD 3	69.45	69.65	1,450	0.1450%	0.1709%
MJD 3	69.65	70	24	0.0024%	0.0028%
MJD 3	89.3	89.5	105	0.0105%	0.0124%
MJD 3	90.6	90.8	260	0.0260%	0.0306%
MJD 3	91.8	92.1	430	0.0430%	0.0507%
MJD 2	108.3	108.6	10	0.0010%	0.0012%
MJD 2	108.6	108.9	1,200	0.1200%	0.1414%
MJD 2	108.9	109.25	75	0.0075%	0.0088%
MJD 2	109.25	109.55	220	0.0220%	0.0259%
MJD 2	109.55	109.9	140	0.0140%	0.0165%

Note: 32.5 (ppm) U = Equivalent 38.3 (ppm) U₃O₈

² refer footnote 1

The presence of primary uraninite mineralisation in drill holes in this area coupled with untested anomalies and with a broader pattern of a large number of uranium occurrences in the district demonstrates the potential of the Company's interest in ELA 09/1253 and ELA 09/1245 as being prospective for vein type high-grade mineralisation associated with pegmatites and granitic rocks.

Available records show that AGIP investigated only a handful of the identified radiometric anomalies. The Company's initial investigations reveal that in the Mt James ELA 09/1253 alone, eight significant radiometric anomalies remain untested.

The Company's other tenement interests in the area, Exploration Licence applications ELA 09/1257 and ELA 09/1258 in the Injinu Hills and the Mortimer Hills areas, both southwest and west respectively from ELA 09/1253 are also known to host near surface uranium mineralisation as carnotite but at which no detailed follow up work was done.

The Company proposes, upon grant of these tenements, to explore for uranium mineralisation using detailed structural analysis and modern exploration methods. In the first instance the focus will be around the known drill intersections that encountered uranium mineralisation and the known but untested anomalies identified by AGIP.

On the basis of data available from previous work done, the number of radiometric anomalies, drill intersections within the acquired tenements and the general geological setting and potential for uranium mineralisation, the Company believes these Gascoyne tenements will upon their grant become a key focus of its uranium exploration activities in Western Australia.

Tenement Map 2 below shows AGIP's former TR 5963H relative to ELA 09/1253, ELA 09/1245 and ELA 09/1257.

It should be noted that although the eastern 45 percent of ELA 09/1253 forms part of an Aboriginal reserve (which must be excised from the tenement prior to its granting) that none of the drill holes or the anomalies reported herein are located in the Reserve portion of the tenement.

East Pilbara Region³

Under the Hume Agreement, the Company has also contracted to acquire a 75% interest in granted Canning Well Exploration Licence EL 46/629 and Little Sandy Desert Exploration Licence application ELA 46/585 (75% of Hume's 85% interest, excluding manganese mineral rights retained by Giralia Resources NL) in the East Pilbara region.

The Company's initial due diligence has indicated that Uranium anomalies of up to 11 times the background were recorded in the project area in lag samples by previous explorers but were never followed up.

The project area is located approximately 100km west of the Kintyre uranium deposit and covers approximately 20km of the Canning Fault and associated splay and intersecting faults which bring together rocks of the Archaean Fortescue Group in juxtaposition with Proterozoic rocks of the Manganese Groups, the Tacunyah Group, the Yeneena Supergroup and the Savory Group.

Several major unconformities including Archaean to Proterozoic and within the Proterozoic rocks occur in close physical proximity to each other. The sandy facies of the Proterozoic rocks, which are wide-spread have been previously explored for copper and unconformity type uranium mineralisation in the area of these two tenements.

³ refer footnote 1

Factors including significant uranium anomalies, the nature of unconformities in the Middle Proterozoic, the presence of sandy and carbonaceous rocks, suitable source basement rocks and the presence of regional faults are favourable for unconformity type uranium mineralisation.

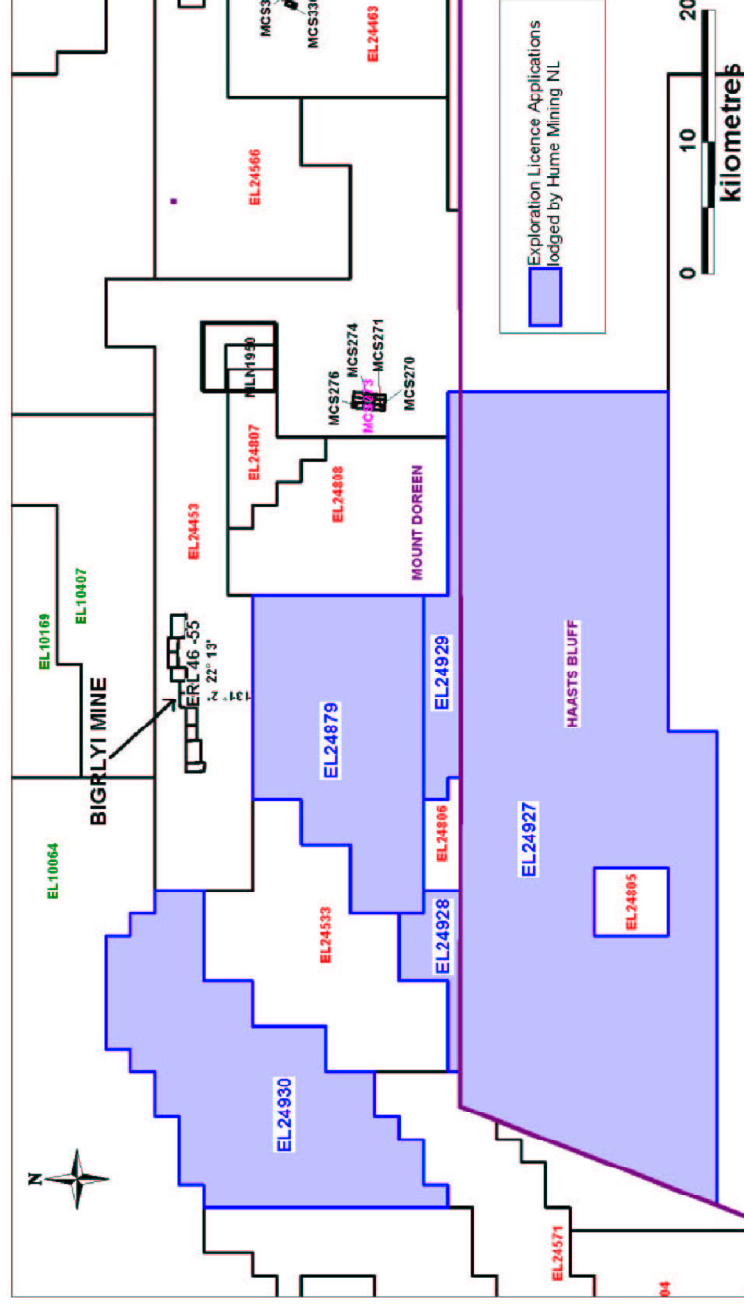
The Company proposes to conduct an airborne radiometric survey of the tenement areas and also focus on the existing anomalies to develop drilling targets.

East Murchison Region

The Company has acquired one granted Exploration Licence EL 53/1115 (Dawsons Well) which is prospective for uranium. The tenement is located approximately 25 km south of Wiluna and is surrounded by 3 known uranium occurrences one of which has a known uranium resource held by Giralia Resources NL.

In addition, the Company has lodged an application for Exploration Licence ELA 53/1203 (Mt Wilkinson) which is located approximately 2 km west of EL 53/1115 and comprises an area of 53 km².

TENEMENT MAP 1 - NORTHERN TERRITORY TENEMENTS



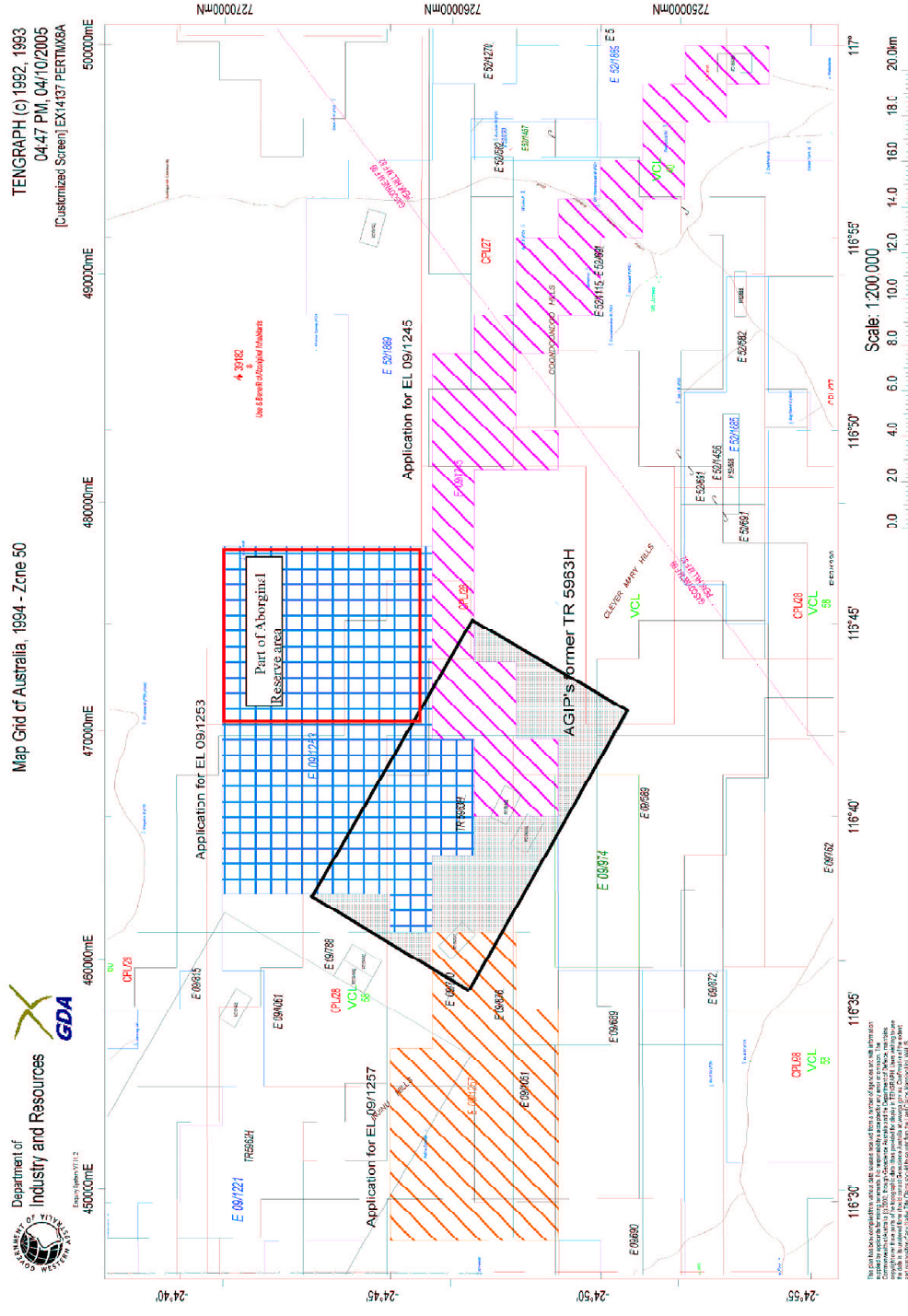
LEGEND

Fast Scout's Interests in Hume Tenements:
EL 24879 EL 24927 EL 24928

EL 24929 EL 24930

Energy Metals Limited's Interests in Tenements:

TENEMENT MAP 2 – WESTERN AUSTRALIAN MT JAMES TENEMENTS



6. PRO-FORMA CHANGES TO CAPITAL STRUCTURE

Pro-Forma 1 - Upon completion of the transactions contemplated in Resolutions 3 (UOG Agreement), 7 (\$971,000 Share Placement) and 10 (1 for 3 Share Conversion), the pro forma structure of the Company will be as follows:

Resolutions	Fully Paid Ordinary Shares		Running Balance Pre Share Conversion	Running Balance Post Share Conversion
	Current issued share capital (includes 2,290,000 shares issued under the \$229,000 Share Placement)	104,849,095	104,849,095	
Shares issued after AGM approvals and prior to the record date for the Share Conversion:				
R7	Issue under \$971,000 Share Placement	9,710,000	114,559,095	
R3	Issue under UOG Agreement	350,000	114,909,095	
R10	1 for 3 Share Conversion		114,909,095	38,303,032

Pro-Forma 2 - Upon completion of the issues in Pro-Forma 1 and the transactions contemplated in Resolutions 2 (Hume Agreement), 8(a) (Prospectus Share Offer – at various pro-forma issue prices and with and without Oversubscriptions) and 5 (Sinarco issue), the pro forma structure of the Company will be as follows:

	Pro-Forma \$1m Raising (with no Oversubscriptions) at min. 20c	Pro-Forma \$2m Raising (with Oversubscriptions) at min. 20c	Pro-Forma \$1m Raising (with no Oversubscriptions) at 25c	Pro-Forma \$2m Raising (with no Oversubscriptions) at 25c	Pro-Forma \$1m Raising (with no Oversubscriptions) at 30c	Pro-Forma \$2m Raising (with Oversubscriptions) at 30c
R3, 7 Post Pro-Forma 1 total & 10	38,303,032	38,303,032	38,303,032	38,303,032	38,303,032	38,303,032
R8	5,000,000	10,000,000	4,000,000	8,000,000	3,333,333	6,666,667
R2	1,666,667	1,666,667	1,666,667	1,666,667	1,666,667	1,666,667
R5	500,000	500,000	500,000	500,000	500,000	500,000
Sub-total issued share capital	45,469,699	50,469,699	44,469,699	48,469,699	43,803,032	47,136,366

Note to Pro-Forma 2: The Prospectus Share Offer shares will be issued at a minimum price of 20 cents per share in accordance with the requirements of the ASX Listing Rules for the re-admission of the Company on ASX. The final issue price under the Prospectus Share Offer will be determined by the Directors having regard to, amongst other matters, the Company's market value and volume of trading on ASX at the time of the Prospectus Share Offer and an assessment of the prospects for successful completion of such capital raising at various price levels from such minimum price.

Pro-Forma 3 - Upon completion of the issues in Pro-Forma 1 and 2 (excluding Resolution 5) and the transaction contemplated in 8(b) (Prospectus Options Offer) and based on various pro-forma Prospectus Share Offer scenarios, the pro forma structure of the Company will be as follows:

Prospectus Share Offer Scenarios	Pro-Forma \$1m Raising (with no Oversubscriptions) at min. 20c	Pro-Forma \$2m Raising (with Oversubscriptions) at min. 20c	Pro-Forma \$1m Raising (with no Oversubscriptions) at 25c	Pro-Forma \$2m Raising (with Oversubscriptions) at 25c	Pro-Forma \$1m Raising (with no Oversubscriptions) at 30c	Pro-Forma \$2m Raising (with Oversubscriptions) at 30c
Total issued share capital at Prospectus Options Offer record date	44,969,699	49,969,699	43,969,699	47,969,699	43,303,032	46,636,366
R8(b) Maximum Prospectus Options Offer (1 option for every 2 shares held at the record date)	22,484,850	24,984,850	21,984,850	23,984,850	21,651,516	23,318,183
Total issued share capital assuming all options are exercised	67,454,549	74,954,549	65,954,549	71,954,549	64,954,548	69,954,549

Note to Pro-Forma 3: The issue contemplated under Resolution 5 is not included in Pro-Forma 3 because the issue to Sinarco is not expected to occur prior to the Options Record Date.

7. EFFECTS ON FINANCIAL POSITION

The Company's audited 30 June 2005 and unaudited 31 October 2005 Consolidated Statements of Financial Position and 2 sets of pro-forma accounts are set out below. The 2 pro-formas incorporate the assumed financial effects of each of the following sets of transactions:

	Pro-Forma 1	No. Shares	Total Value	Comments
R7	Issue under \$971,000 Share Placement (post Share Conversion)	3,236,667	\$939,000	Shares issued at 10 cents per share (pre Share Conversion) and reconstructed under the Share Conversion; Amount raised is net of expenses payable to brokers in respect of services provided to the Company in relation to the completion of the \$971,000 Share Placement.
R3	Issue under UOG Agreement (post Share Conversion)	116,667	\$30,450	Shares issued pre Share Conversion and reconstructed under the Share Conversion; value based on FSL market price on 10 November 2005; final value of the transaction will be based on the closing FSL price on the eve of the AGM.
R8(a)	Issue under Prospectus Share Offer (no Oversubscriptions)	5,000,000	\$900,000	Shares issued post Share Conversion at an assumed Prospectus Share Offer issue price of the minimum of 20 cents per share; the final issue price is to be determined by the Directors; if the issue price is greater than 20 cents, the number of shares issued under the same will reduce but the amount raised will remain the same; expenses of the issue assumed to be \$100,000.
R2	Issue under Hume Agreement	1,666,667	\$333,333	Shares issued post Share Conversion; value based on Prospectus Share Offer issue price assumed to be the minimum of 20 cents per share.
R5	Issue to Sinarco for introduction of the Kalimantan Coal Project	500,000	\$100,000	Shares issued post Share Conversion; value based on Prospectus Share Offer issue price assumed to be the minimum of 20 cents per share.
		<u>10,520,001</u>	<u>\$2,302,783</u>	
Pro-Forma 2				
R7	Issue under \$971,000 Share Placement (post Share Conversion)	3,236,667	\$939,000	Shares issued at 10 cents per share (pre Share Conversion) and reconstructed under the Share Conversion; Amount raised is net of expenses payable to brokers in respect of services provided to the Company in relation to the completion of the \$971,000 Share Placement.
R3	Issue under UOG Agreement (post Share Conversion)	116,667	\$30,450	Shares issued pre Share Conversion and reconstructed under the Share Conversion; value based on FSL market price on 10 November 2005; final value of the transaction will be based on the closing FSL price on the eve of the AGM.
R8(a)	Issue under Prospectus Share Offer (with Oversubscriptions)	10,000,000	\$1,850,000	Shares issued post Share Conversion at an assumed Prospectus Share Offer issue price of the minimum of 20 cents per share; the final issue price is to be determined by the Directors; if the issue price is greater than 20 cents, the number of shares issued under the same will reduce but the amount raised will remain the same; expenses of the issue assumed to be \$150,000.
R2	Issue under Hume Agreement	1,666,667	\$333,333	Shares issued post Share Conversion; value based on Prospectus Share Offer issue price assumed to be the minimum of 20 cents per share.
R5	Issue to Sinarco for introduction of the Kalimantan Coal Project	500,000	\$100,000	Shares issued post Share Conversion; value based on Prospectus Share Offer issue price assumed to be the minimum of 20 cents per share.
		<u>15,520,001</u>	<u>\$3,252,783</u>	

**Consolidated Statement of Financial Position
for Fast Scout Limited (and controlled entities)**

		Audited	Unaudited	Pro-Forma	Pro-Forma
		30/6/2005	31/10/2005	1	2
Note		\$	\$	\$	\$
CURRENT ASSETS					
Cash assets		54,197	185,299	2,024,299	2,974,299
Receivables		169,459	20,888	20,888	20,888
TOTAL CURRENT ASSETS		223,656	206,186	2,045,186	2,995,186
NON CURRENT ASSETS					
Receivables		500	500	500	500
Property, plant and equipment		47,309	47,309	47,309	47,309
Other financial assets	1	376,750	455,086	455,086	455,086
Investments accounted for using equity method	2	147,425	5,739	5,739	5,739
Internet technologies		-	-	-	-
Prepaid classification works		-	-	-	-
Other development works		-	-	-	-
Intangibles		-	-	-	-
Tenement interests		-	37,340	401,123	401,123
TOTAL NON CURRENT ASSETS		571,984	545,974	909,757	909,757
TOTAL ASSETS		795,640	752,160	2,954,943	3,904,943
CURRENT LIABILITIES					
Payables	3	544,869	387,357	387,357	387,357
Provisions		21,732	21,732	21,732	21,732
TOTAL CURRENT LIABILITIES		566,601	409,088	409,088	409,088
TOTAL LIABILITIES		566,601	409,088	409,088	409,088
NET ASSETS		229,039	343,072	2,545,855	3,495,855
EQUITY					
Contributed equity		16,414,372	17,059,688	19,362,472	20,312,472
Accumulated losses		(16,185,333)	(16,716,616)	(16,816,616)	(16,816,616)
TOTAL EQUITY		229,039	343,072	2,545,855	3,495,855

Notes:

- (1) Other financial assets comprise investment in ASX listed securities:

Company	No Shares	%	31-Oct-05	Market Value
			Last Bid Price	
Central Exchange Limited (CXL)	505,026	2.83%	\$0.590	\$297,965
Queste Communications Limited (QUE)	826,950	2.91%	\$0.190	\$157,121
Total				\$455,086

- (2) Investments accounted for using equity method comprise investments in ASX listed (but suspended) securities:

Company	No Shares	%	31-Oct-05	Market Value
			Last Bid Price	
Altera Capital Limited (AEA)	20,002,860	32.3%	suspended	N/A
Sofcom Limited (SOF)	12,420,439	27.8%	suspended	N/A

The Company is the largest shareholder in AEA and SOF both of which are ASX listed companies, currently suspended awaiting a potential recapitalisation and re-admission to ASX. FSL is in discussions with a number of parties regarding a sale of its interest in these companies. FSL's nil valuation for its shareholding in these companies does not reflect any potential "control premium" upon a possible sale of such shareholdings.

- (3) Payables at 31/10/2005 comprise the following amounts:

(a) \$127,258 - Amount payable to Sofcom Limited (SOF)

The Company incurred litigation costs (with Sofcom Limited (SOF) and Altera Capital Limited (AEA)) in relation to the 3 company's investment in Scarborough Equities Limited (formerly Rivkin Financial Services Limited) (SCB). SOF, as the major shareholder in SCB (of the three companies), had primary conduct of the payment of the costs of the litigation proceedings and legal cost settlement amounts arising therein. Such costs are shared between SOF/FSL/AEA in proportion to each company's relative interest in their collective stake in SCB (prior to the sale of SCB shares to CXL by SOF and AEA on 30 June 2005) - SOF's share is 67%; FSL's share is 18% and AEA's share is 15%. The above amount remains payable by FSL to SOF as at 31/10/2005. Interest is charged at 7% per annum on such outstanding amount.

(b) \$142,189 - Amount payable to Data Base Systems Limited (DBS)

The outstanding cash component of the classifications works payable by FSL to DBS pursuant to a settlement and termination of a portal classification agreement with DBS (which was approved by shareholders at a general meeting held on 22 July 2005). Interest is charged at 7% per annum on such outstanding amount.

(c) \$117,910 - Other/Trade Creditors

8. USE OF FUNDS

The funds raised/to be raised under the \$229,000 Share Placement, \$971,000 Share Placement, Prospectus Share Offer and Prospectus Options Offer together with existing company net liquid assets will be used to:

- (1) advance the commercial prospects of the Projects;
- (2) meet the exploration expenditure in relation to each of the Projects;
- (3) research and identify other resource projects in Australia and internationally, consistent with the Company's strategic objectives as a resources exploration and development company;
- (4) expand the Company's tenement and Project portfolio by way of specific pegging, acquisitions and/or farm-in and joint venture agreements;
- (5) satisfy existing liabilities of the Company referred to in note 3 of the Pro-Forma Consolidated Statement of Financial Position at page 22;
- (6) meet all costs in relation to this Notice of AGM and Explanatory Statement, the \$229,000 Share Placement, \$971,000 Share Placement, Prospectus Share Offer and the Prospectus Options Offer, including broker's fees, legal fees, the costs of experts' reports, ASIC and ASX fees, share registry costs, prospectus design and printing costs, and other printing and mail-out costs;
- (7) meet the ongoing operational expenses of the Company.

9. ASX SUSPENSION

Under the Listing Rules of the ASX, the Company will be suspended from ASX on the eve of the AGM (subject to the comments in Section 18 of this Explanatory Statement).

The Company's suspension will continue until the Company fully re-complies with Chapters 1 and 2 of the Listing Rules. As a part of these re-admission requirements, the Company must issue a prospectus and complete a capital raising at a minimum price of 20 cents per share and satisfy minimum shareholder spread requirements.

Shareholder approval of Resolution 10 (Share Conversion) and Resolution 8 (Issue of Securities under Prospectuses) and completion of the Prospectus Share Offer will facilitate the Company's compliance with such re-admission requirements.

10. IF APPROVALS NOT OBTAINED

If shareholders reject any one of Resolutions 1, 2, or 3 (subject to the comments in Section 18 of this Explanatory Statement), the Company will not undergo a change of business activity and will continue its existing operations in the Internet technologies sector and request ASX to reinstate its securities to quotation on the ASX.

11. EXISTING OPERATIONS IF APPROVALS ARE OBTAINED

Until such time as the proposed change of activities and recapitalisation of the Company is completed, the Company is continuing its principal activities being the sale and marketing and on-going development of its various Internet technologies and other activities as outlined in its 2005 Annual Report.

Upon the Company gaining re-admission to ASX as a resources exploration and development company, the Board will conduct a strategic review of its Internet technologies businesses to seek to extract the maximum value from the Company's technology assets and operations for the Company.

12. RESOLUTION 1 – CHANGE OF ACTIVITIES

ASX Listing Rule 11.1, together with current policy of the ASX, provides that a change in the nature or scale of a listed company's activities requires shareholder approval.

Resolution 1 seeks shareholder approval for the Company to make a significant change to the nature and scale of its activities by becoming a mineral exploration and development company.

Information about the proposed change of activities and related matters (such as the acquisition of tenement interests and capital raising) is located in Sections 2 to 7 of this Explanatory Statement.

The Company's securities will be suspended from quotation on the ASX on the eve of the AGM (subject to the comments in Section 18 of this Explanatory Statement).. If shareholders approve the proposed change of activities, the Company will be required to re-comply with the admission and quotation requirements of the ASX outlined in Chapters 1 and 2 of the ASX Listing Rules.

If shareholders reject the proposed change of activities the subject of Resolution 1 or any one of Resolutions 2 and 3, the Company will not undergo a change of business activity and will continue its existing operations in the Internet technologies sector and request ASX to reinstate its securities to quotation on the ASX.

13. RESOLUTION 2 – RATIFY AGREEMENT FOR THE ACQUISITION OF INTERESTS IN TENEMENTS AND THE ISSUE OF SHARES TO HUME MINING NL

On 15 September 2005, the Company entered into the Hume Agreement with Hume Mining NL (**Hume**) pursuant to which the Company is to acquire a 75% interest in tenements located in the Northern Territory and in Western Australia (as identified in the Tenement Schedule at Section 4 of this Explanatory Statement) (**Hume Tenements**), and on the terms and conditions set out in the Hume Agreement, including:

- (1) Fast Scout declaring satisfaction of due diligence in relation to the Hume Tenements by 21 October 2005 – which was achieved on 13 October 2005;
- (2) Fast Scout issuing 5,000,000 (pre Share Conversion basis) or 1,666,667 (post Share Conversion basis) fully paid ordinary shares in Fast Scout to Hume;
- (3) Fast Scout undertaking, at Fast Scout's expense and absolute discretion, exploration, feasibility or other expenditure on the Hume Tenements with a view to delineating relevant resources to support the completion of a bankable feasibility study and a decision to mine;
- (4) Fast Scout keeping the Hume Tenements in good standing;
- (5) In addition to the issue of shares referred to in clause (2) above, Hume will be entitled to receive a royalty from Fast Scout of 2% of gross revenues (exclusive of GST) arising from any commercial exploitation of any minerals from the Hume Tenements;

-
- (6) Fast Scout receiving shareholder approval to undertake the transaction contemplated in the Hume Agreement by 23 December 2005 (amended by agreement from 30 November 2005 in light of Fast Scout obtaining consent from ASIC to extend the date for holding its AGM from 30 November to 23 December 2005);
 - (7) Fast Scout completing a capital raising of a minimum of \$2,000,000 by 16 January 2006 (amended by agreement from 16 December 2005 in light of Fast Scout obtaining consent from ASIC to extend the date for holding its AGM from 30 November to 23 December 2005);
 - (8) Hume's 25% interest in the Hume Tenements will be free carried until Fast Scout declares a decision to mine supported by the completion of an appropriate bankable feasibility study. After a decision to mine is made by Fast Scout with respect to a particular Hume Tenement, all expenditure incurred in respect of the relevant Hume Tenement will be shared in proportion to each party's interest in the Hume Tenement.

Resolution 2 seeks shareholder:

- (1) Ratification and approval of the Hume Agreement; and
- (2) Approval for the issue of a total of 5,000,000 shares (on a pre Share Conversion basis) or 1,666,667 shares (on a post Share Conversion basis) to Hume pursuant to completion of the Hume Agreement (for the purposes of ASX Listing Rule 7.1 and for all other purposes).

In accordance with the requirements of ASX Listing Rule 7.3 the following additional information is provided:

- (a) The maximum number of shares that the Company will issue to Hume is 5,000,000 shares (on a pre Share Conversion basis) or 1,666,667 shares (on a post Share Conversion basis);
- (b) the shares will be issued and allotted no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) – on the Timetable (refer Section 1 of this Explanatory Statement), the shares are expected to be issued and allotted to Hume the next business day after the completion of the Prospectus Share Offer;
- (c) The shares do not have a fixed issue price as they are being issued as consideration for the acquisition of the Hume Tenement interests pursuant to the Hume Agreement;
- (d) The shares are to be issued and allotted to Hume Mining NL. Hume is not a related party or associate of the Company;
- (e) The shares to be issued are ordinary fully paid shares which will be issued on the same terms and conditions as the shares currently on issue by the Company;
- (f) No funds will be raised from the issue of the shares (which are being issued as consideration for the acquisition by the Company of an interest in the Hume Tenements).

ASX has advised that the shares to be issued to Hume will be subject to ASX imposed escrow for at least a term of 12 months from their issue.

14. RESOLUTION 3 – AGREEMENT FOR THE ACQUISITION OF INTEREST IN A TENEMENT AND THE ISSUE OF SHARES TO URANIUM OIL AND GAS LIMITED

On 3 October 2005, the Company entered into the UOG Agreement with Uranium Oil And Gas Limited (**UOG**) and Helen Mary Ansell (**Ansell**) pursuant to which the Company is to acquire a 70% interest in a tenement application located in Western Australia (as identified in the Tenement Schedule at Section 4 of this Explanatory Statement), and on the terms and conditions set out in the UOG Agreement, including:

- (1) Fast Scout declaring satisfaction of due diligence in relation to the tenement by 4 October 2005 – which was completed on 4 October 2005;
- (2) Fast Scout issuing 350,000 (pre Share Conversion basis) or 116,667 (post Share Conversion basis) fully paid ordinary shares in Fast Scout to UOG;
- (3) Fast Scout paying \$5,000 cash to UOG and \$25,000 cash to Ansell after declaring satisfaction of due diligence;
- (4) Fast Scout receiving shareholder approval to undertake the transaction contemplated in the agreement by 23 December 2005;
- (5) Fast Scout undertaking, at Fast Scout's expense and absolute discretion, exploration, feasibility or other expenditure on the tenement with a view to delineating relevant resources to support the completion of a bankable feasibility study and a decision to mine;
- (6) Fast Scout keeping the tenement in good standing including complying with minimum expenditure commitments and all statutory obligations pertaining to the tenement;
- (7) UOG/Ansell's collective 30% interest in the tenement will be free carried until Fast Scout declares a decision to mine supported by the completion of an appropriate bankable feasibility study. After a decision to mine is made by Fast Scout with respect to the tenement, all expenditure incurred in respect of the tenement will be shared in proportion to each party's interest in the tenement.

Resolution 3 seeks shareholder:

- (1) Ratification and approval of the UOG Agreement; and
- (2) Approval (for the purposes of ASX Listing Rule 7.1 and for all other purposes) for the issue of a total of 350,000 shares (on a pre Share Conversion basis) or 116,667 shares (on a post Share Conversion basis) to UOG pursuant to completion of the UOG Agreement.

In accordance with the requirements of ASX Listing Rule 7.3 the following additional information is provided:

- (a) The maximum number of shares that the Company will issue is 350,000 shares (on a pre Share Conversion basis) or 116,667 shares (on a post Share Conversion basis);
- (b) the shares will be issued and allotted no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) – on the Timetable (refer Section 1 of this Explanatory Statement), the shares are expected to be issued and allotted to UOG after shareholder approval of this resolution at the AGM;
- (c) The shares do not have a fixed issue price as they are being issued as consideration for the acquisition of the tenement interest pursuant to the UOG Agreement;

- (d) The shares are to be issued and allotted to Uranium Oil and Gas Limited. UOG and Ansell are not related parties or associates of the Company;
- (e) The shares to be issued are ordinary fully paid shares which will be issued on the same terms and conditions as the shares currently on issue by the Company;
- (f) No funds will be raised from the issue of the shares (which are being issued as consideration for the acquisition by the Company of an interest in the tenement).

ASX has advised that the shares to be issued to UOG will be subject to ASX imposed escrow for at least a term of 12 months from their issue.

15. RESOLUTION 4 – AUTHORITY TO ENTER INTO KALIMANTAN COAL AGREEMENT⁴

As outlined in Section 2 of this Explanatory Statement, on 16 November 2005 the Company announced through a letter written by the Chairman of Fast Scout that after a review of the future operations of the Company, the Board considered the coal sector to be an area in which the Company should also undertake activities as part of its proposed change of activities to the resources sector.

Resolution 4 relating to the proposed Kalimantan Coal Project reflects the first instance of the Company adopting this broadened strategic vision with respect to the proposed change of activities to the resources sector.

A non-binding Memorandum of Understanding (**MOU**) has been entered into by the Company with two Indonesian companies (PT Kaltim Jaya Coal (**KJC**) and PT Kaltim Jaya Mineral (**KJM**)). The MOU contemplates the execution of a formal and binding Kalimantan Coal Agreement by 29 November 2005 which will be conditional upon Fast Scout thereafter conducting due diligence on the coal concessions the subject of the agreement within 3 months thereafter, prior to the agreement becoming unconditional.

The MOU relates to two thermal coal prospects of approximately 7363ha (**Concession 1**) and 5000ha (**Concession 2**) in the East Kalimantan Province of Indonesia (please refer to the map of the region showing the concession locations at page 30). The MOU provides the framework for Fast Scout to mine coal from these concessions and receive 100% of coal proceeds subject to the payment of the Coal Royalty to KJC/KJM, the staged payment of US\$400,000 per Concession and the payment of normal government imposed mining royalties (the **Kalimantan Coal Project**).

Concession 1 is located 65km southwest of Balikpapan, the capital city of Kalimantan along a bitumen road and a ferry connection to the capital. It is conveniently located 7 to 15 km from two potential barging ports along the oceanfront. The geologists of the Indonesian company have reported to the local mining Regency a resource of 50Mt in the concession. This prospect has 30 mapped outcrops of coal seams, several of which were inspected by Mr Shanker Madan, a geologist and director of Fast Scout, prior to the signing of the MOU.

⁴ The information in this section that relates to Exploration Results, Mineral Resources or Ore Reserves has been compiled by Mr H. Shanker Madan who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Madan is an Executive Director of Fast Scout Limited. Mr Madan has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Madan consents to the inclusion in this market announcement of the matters based on his information in the form and context in which it appears.

The Company is of the view that an open cut resource of thermal coal on the concession is likely. The Company proposes to conduct due diligence drilling in the concession during the next 3 months to target an open cut thermal coal resource of 15 to 20Mt (the potential quantity and grade is conceptual in nature; there has been insufficient exploration to define a JORC compliant Mineral Resource; it remains to be ascertained if exploration will result in the determination of a Mineral Resource).

Concession 2 is located approximately 150km north of Balikpapan along a tributary of the Mahakam River and northwest of Samarindha, a major coal barging port. The concession abuts a lease being developed by the Korean Coal Corporation (**KCC**).

In a report prepared for the concession holder KCC has indicated that there are four coal seams in the area. The seams dip at between 3 and 9 degrees and two of the thicker seams vary in thickness between 5.2m and 12.6m on the KCC lease. Drill holes visited by Mr Madan in a nearby concession 3 to 5km north of the KCC lease and 5km northwest of Concession 2 have intersected seams of similar thickness.

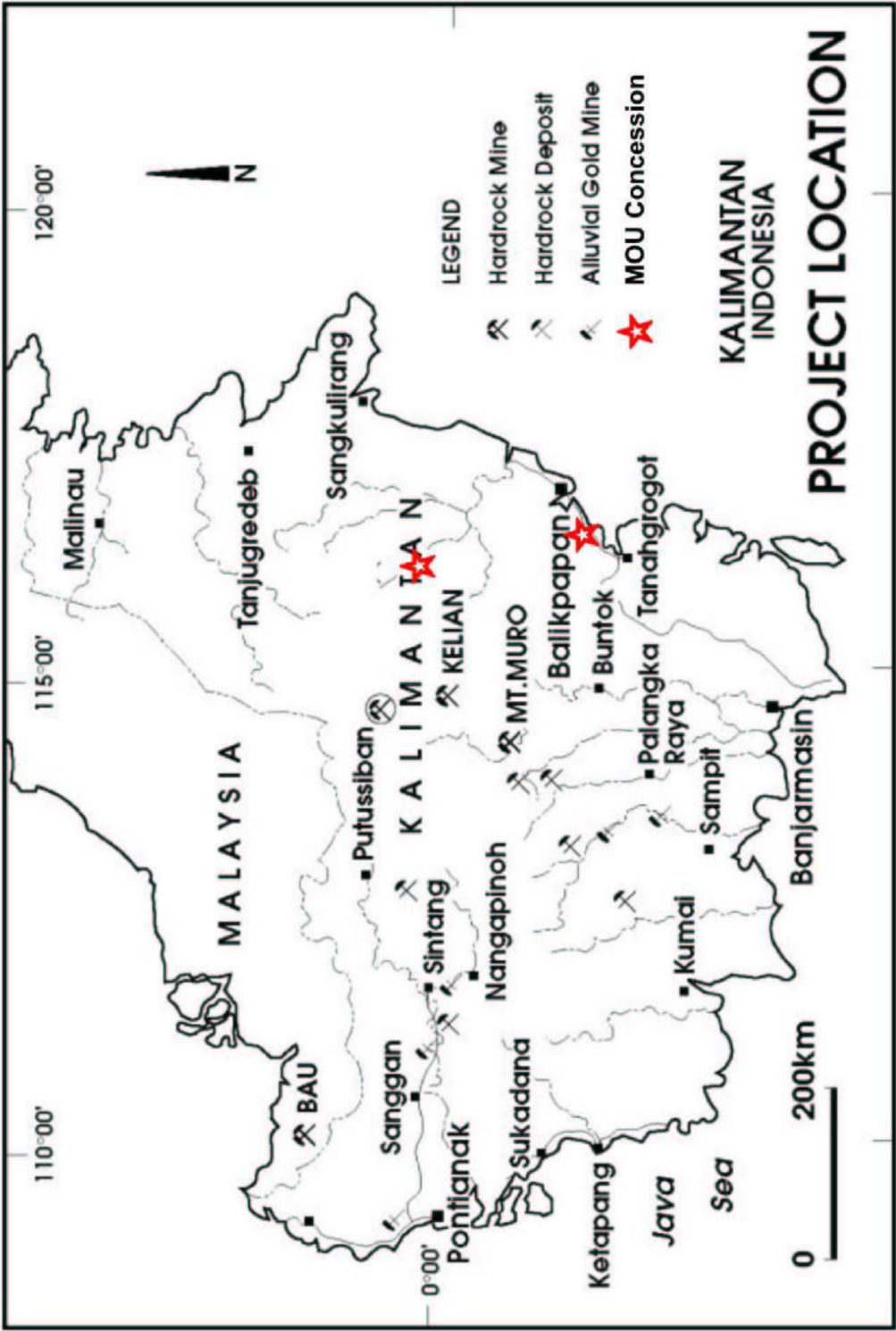
Fast Scout will be targeting a thermal coal resource of 30 to 50Mt on Concession 2 (the potential quantity and grade is conceptual in nature; there has been insufficient exploration to define a JORC compliant Mineral Resource; it remains to be ascertained if exploration will result in the determination of a Mineral Resource)

Fast Scout proposes to sign the binding agreement before the end of the month and commence mapping and due diligence drilling as soon as possible before the end of the year. Fast Scout will concurrently seek to confirm the marketability of coal from the concessions and conduct a pre-feasibility study into the economics of mining such coal.

Whilst the MOU contemplates the parties entering into a binding Kalimantan Coal Agreement, there can be no guarantee that this will occur.

Nonetheless, the Company is seeking shareholder approval for such prospective agreement (which may be executed by the Company or an Indonesian incorporated company in which the Company shall hold a 100% beneficial interest) as the scale of such agreement may be relevant to the future resource operations of the Company and accordingly shareholders should, in the opinion of the Board of Fast Scout, vote on whether such prospective activity should potentially be undertaken.

PT Kaltim Jaya Coal and PT Kaltim Jaya Mineral are not are not related parties or associates of the Company.



16. RESOLUTION 5 – THE ISSUE OF SHARES TO SINARCO RESOURCES PTE LTD

Further to the proposed change in the future direction of the Company to the resources sector, the formation of its key strategic objectives as a resource exploration and development company as outlined in section 2 of this Explanatory Statement and in addition to the Hume Agreement and UOG Agreement and the acquisition and pegging of other tenement interests in Western Australia, the Company has also been investigating coal mining opportunities.

Sinarco Resources Pte Ltd (**Sinarco**) has presented several coal opportunities in Indonesia to the Company one of which is the Kalimantan Coal Project. By agreement dated 10 November 2005 the Company agreed with Sinarco to reward Sinarco for the introduction of the Kalimantan Coal Project to Fast Scout.

Resolution 5 seeks shareholder approval (for the purposes of ASX Listing Rule 7.1 and for all other purposes) for the issue of a total of 1,500,000 shares (on a pre Share Conversion basis) or 500,000 shares (on a post Share Conversion basis) to Sinarco as part consideration for the introduction of the Kalimantan Coal Project to the Company, subject to the execution of a formal agreement in relation to the Kalimantan Coal Project between the Company and KJC and KJM on terms and conditions which are satisfactory to the Company in its sole and absolute discretion and upon satisfaction of all conditions under the agreement including but not limited to completion of the due diligence by Fast Scout contemplated by the agreement. In summary, Sinarco will receive consideration for the introduction of the Kalimantan Coal project to the Company upon there being a firm binding and unconditional Kalimantan Coal Agreement in place.

The following cash consideration will also be payable to Sinarco for the introduction:

- (1) Fast Scout paying a total of A\$150,000 to Sinarco in 4 tranches based on the same milestones contemplated in relation to payments to be made to KJC and KJM under the proposed Kalimantan Coal Project Agreement; and
- (2) Fast Scout paying a royalty to Sinarco of A\$0.25 per dry metric tonne of coal mined and sold from one or more of the coal Concessions pursuant to the proposed Kalimantan Coal Project Agreement the subject of the MOU, capped at a total amount of A\$600,000.

In summary, FSL is liable to pay a total of A\$750,000 cash to Sinarco under the above arrangement.

In accordance with the requirements of ASX Listing Rule 7.3 the following additional information is provided:

- (a) The maximum number of shares that the Company will issue is 1,500,000 shares (on a pre Share Conversion basis) or 500,000 shares (on a post Share Conversion basis);
- (b) the shares will be issued and allotted no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) The shares have a deemed issue price of 10 cents per share (pre Share Conversion) and 30 cents per share (post Share Conversion);
- (d) The shares will be issued and allotted to Sinarco Resources Pte Ltd. Sinarco is not a related party or associate of the Company;
- (e) The shares to be issued are ordinary fully paid shares which will be issued on the same terms and conditions as the shares currently on issue by the Company;
- (f) No funds will be raised from the issue of the shares (which are being issued as consideration for the introduction to the Company of the Kalimantan Coal Project).

ASX has advised that the shares to be issued to Sinarco may be subject to ASX imposed escrow for at least a term of 12 months from their issue.

17. RESOLUTION 6 – RATIFY \$229,000 SHARE PLACEMENT

Resolution 6 seeks shareholder ratification of the issue by the Company on 18 October 2005 of a total of 2,290,000 shares at an issue price of 10 cents each (raising \$229,000 gross) to professional and sophisticated investors entitled to accept offers of securities under section 708 of the Corporations Act (the **\$229,000 Share Placement**).

Whilst prior shareholder approval (under ASX Listing Rule 7.1) was not required for the \$229,000 Share Placement issue, the effect of the 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 wishes to seek ratification and approval for the purposes of ASX Listing Rule 7.4 in order to renew the Company's capacity to issue up to 15% of the securities of the Company on issue in a 12 month period under ASX Listing Rule 7.1.

In accordance with the requirements of ASX Listing Rule 7.5 the following additional information is provided:

- (a) 2,229,000 shares were issued by the Company;
- (b) the shares were issued at 10 cents per share;
- (c) the shares were ordinary fully paid shares issued on the same terms and conditions as the shares currently on issue by the Company;
- (d) the shares were issued and allotted to professional and sophisticated investors entitled to accept offers of securities under section 708 of the Corporations Act. None of the recipients were related parties or associates of the Company;
- (e) the funds raised from such share placement (\$229,000 before expenses) will be applied for general working capital purposes and towards the fulfilment of the \$2 million capital raising condition in the Hume Agreement – also refer to Section 8 of this Explanatory Statement.

The Company will pay brokers \$3,300 (inclusive of GST) in respect of services provided to the Company in relation to this \$229,000 Share Placement.

18. RESOLUTION 7 – APPROVE \$971,000 SHARE PLACEMENT

During October 2005, the Company received applications under firm commitments to subscribe for shares totalling \$1,200,000 (at 10 cents per share) from professional and sophisticated investors entitled to accept offers of securities under section 708 of the Corporations Act.

The Company was able to immediately issue 2,290,000 shares under the \$229,000 Share Placement without the need for prior shareholder approval as this was within the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX advised the Company that the balance of such commitments received (the \$971,000 Share Placement), whilst within the Company's 15% placement capacity under ASX Listing Rule 7.1, could not be issued without triggering a suspension of the Company's shares under the ASX Listing Rules and current ASX policies (due to the large size of the capital raising relative to the last audited net asset/equity position of the Company as at 30 June 2005).

As at the date of this Notice of AGM and Explanatory Statement, the Company has not issued the \$971,000 Share Placement shares. The funds received (\$971,000) are held by the Company in an interest bearing bank account on trust pending their issue.

If the Company were to complete the issue of any portion of the \$971,000 Placement Shares prior to the AGM, the Company's Shares will be suspended from trading on ASX at such time. The Company's suspension will continue until the Company fully re-complies with Chapters 1 and 2 of the Listing Rules – please also refer to section 9 of this Explanatory Statement.

Resolution 7 seeks shareholder approval for the issue of 9,710,000 shares at an issue price of 10 cents per share (raising \$971,000 before expenses) to sophisticated and professional investors entitled to accept offers of securities under section 708 of the Corporations Act:

- (i) By way of ratification for the purposes of Listing Rule 7.4 of the Listing Rules of the ASX, if the \$971,000 Placement Shares have been issued by the Company before the AGM; or
- (ii) By way of approval for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX, if the \$971,000 Placement Shares have not been issued by the Company before the AGM, (as the case may be).

In accordance with the requirements of ASX Listing Rules 7.3 and 7.5, the following additional information is provided:

- (a) the maximum number of shares that the Company will issue is 9,710,000 shares (on a pre Share Conversion basis, as the shares are likely to be issued prior to the Share Conversion Record Date);
- (b) the shares will be issued and allotted no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the shares will be issued at 10 cents per share (on a pre Share Conversion basis);
- (d) the shares will be issued and allotted to professional and sophisticated investors entitled to accept offers of securities under section 708 of the Corporations Act. None of the applicants are related parties or associates of the Company;
- (e) the shares to be issued are ordinary fully paid shares which will be issued on the same terms and conditions as the shares currently on issue by the Company.
- (f) the funds to be raised from such share placement (\$971,000 before expenses) will be applied for general working capital purposes and towards the fulfilment of the \$2 million capital raising condition in the Hume Agreement – also refer to Section 8 of this Explanatory Statement.

The Company will pay brokers \$35,200 (inclusive of GST) in respect of services provided to the Company in relation to the completion of the \$971,000 Share Placement.

19. RESOLUTION 8 – ISSUE OF SECURITIES UNDER PROSPECTUSES

Resolution 8 seeks shareholder approval (for the purposes of ASX Listing Rule 7.1 and for all other purposes) for the Company to undertake the following share and option issues pursuant to separate prospectuses under Chapter 6D of the Corporations Act:

- (i) an offer of up to 10,000,000 ordinary fully paid shares at an issue price of a minimum of 20 cents per share to raise up to \$2,000,000 before expenses (the **Prospectus Share Offer**); and

- (ii) an offer of up to 24,984,850 options on a pro rata non renounceable basis to shareholders whose name shall be on the register of members of the Company on the Options Record Date at an issue price of one cent per option (raising up to \$249,849 before expenses), each to acquire one ordinary fully paid share at an exercise price equal to the Prospectus Share Offer issue price (being at a minimum of 20 cents per share) with such options expiring on 30 June 2008 provided always that the total number of options to be issued shall be limited to the extent that at no time shall the total number of options on issue exceed the total number of shares on issue (the **Prospectus Options Offer**).

The shares and options to be issued under the Prospectus Share Offer and the Prospectus Options Offer will be issued after the Share Conversion contemplated by Resolution 10 takes effect (and will thus be issued on a post Share Conversion basis).

The Company will be issuing separate prospectuses in respect of the Prospectus Share Offer and the Prospectus Options Offer. The Prospectus Options Offer will be issued approximately one month after the re-admission of the Company to quotation on ASX (which is expected to be on or around 16 February 2006).

19.1. Prospectus Share Offer

Other proposed general terms of the Prospectus Share Offer are as follows:

- (a) The Company will seek to raise up to \$1,000,000 with no minimum subscriptions and with over-subscriptions of up to \$1,000,000;
- (b) The Prospectus Share Offer is not likely to be underwritten;
- (c) The prospectus is expected to be lodged with ASIC and ASX prior to the AGM.
- (d) The Prospectus Share Offer will be conditional upon shareholder approval of Resolution 8.
- (e) Subject to the Corporations Act and ASX Listing Rules, the Directors reserve the right to place any shortfall of shares under the Prospectus Share Offer at the issue price to persons nominated by the Directors within 3 months after the close of such offer.
- (f) Please also refer to the Timetable in Section 1 of this Explanatory Statement.

In accordance with the requirements of Listing Rule 7.3 the following additional information is provided:

- (a) The maximum number of shares that the Company will issue pursuant to the Prospectus Share Offer (assuming the issue is fully over-subscribed) is 10,000,000 shares (post Share Conversion) (to raise up to \$2 million before expenses);
- (b) the shares will be issued and allotted no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) – please refer to the Timetable in Section 1 of this Explanatory Statement;
- (c) The shares will be issued at a minimum price of 20 cents per share in accordance with the requirements of the ASX Listing Rules for the re-admission of the Company on ASX. The final issue price under the Prospectus Share Offer will be determined by the Directors having regard to, amongst other matters, the Company's market value and volume of trading on ASX at the time of the Prospectus Share Offer and an assessment of the prospects for successful completion of such capital raising at various price levels from such minimum price;

- (d) The names of the allottees of the shares pursuant to the Prospectus Share Offer are not currently known. Shares will be issued and allotted to those investors who apply for shares pursuant to the Prospectus Share Offer. If the Prospectus Share Offer is over-subscribed, the allocation of shares to applicant investors pursuant to the Prospectus Share Offer will be at the discretion of the Directors;
- (e) The shares to be issued pursuant to the Prospectus Share Offer are ordinary fully paid shares which will be issued on the same terms and conditions as the shares currently on issue by the Company;
- (f) the funds to be raised from the issue will be applied for general working capital purposes and towards the fulfilment of the \$2 million capital raising condition in the Hume Agreement – also refer to Section 8 of this Explanatory Statement.
- (g) The shares will be issued under the Prospectus Share Offer as soon as possible after the close of the prospectus.

19.2. Prospectus Options Offer

Other proposed general terms of the Prospectus Options Offer are as follows:

- (a) Each shareholder on the register of members of the Company on the Options Record Date will have the right to apply for and be issued at least one option for every two shares held in the Company;
- (b) Subject to the Corporations Act and ASX Listing Rules, the Directors reserve the right to place any shortfall of options under the Prospectus Options Offer at the same issue price to persons nominated by the Directors within 3 months after the close of such offer.
- (c) Please also refer to the Timetable in Section 1 of this Explanatory Statement.
- (d) The terms and conditions of the Prospectus Options Offer are set out in Annexure B of this Explanatory Statement.

In accordance with the requirements of Listing Rule 7.3 the following additional information is provided:

- (a) The maximum number of options that the Company will issue pursuant to the Prospectus Options Offer (assuming the Prospectus Share Offer is fully over-subscribed and the share issues under the Hume and UOG Agreements and the \$971,000 Share Placement are completed prior to the Option Record Date) is 24,984,850 (post Share Conversion) (to raise a maximum of \$249,849 before expenses);
- (b) The options will be issued and allotted no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) – please refer to the Timetable in section 1 of this Explanatory Statement;
- (c) The names of the allottees of the options pursuant to the Prospectus Options Offer are not currently known. Options will be issued and allotted to shareholders whose name shall be on the register of members of the Company on the Options Record Date who apply for options pursuant to the Prospectus Options Offer. The Options Record Date is one month after the re-admission of the Company to quotation on ASX (which is expected to be on or around 16 February 2006) - please refer to the Timetable in section 1 of this Explanatory Statement);
- (d) The options will be issued at a fixed price of one cent per option;

- (e) The exercise price of the option is to be equal to the Prospectus Share Offer issue price (being at a minimum of 20 cents per share) and the exercise period will expire on 30 June 2008. The other terms and conditions of the options are set out in Annexure B;

Subject to compliance with the requirements of the ASX Listing Rules, the Company will apply to the ASX for official quotation of all options issued pursuant to the Prospectus Options Offer.

20. RESOLUTION 9 – ISSUE OF OPTIONS TO HUME MINING NL

The Company and Hume have further agreed under the Hume Agreement that, after the issue of the shares by Fast Scout to Hume pursuant to Resolution 2, and in consideration of Hume paying \$10,000 to Fast Scout, Fast Scout will issue and grant to Hume:

- (a) On a pre Share Conversion basis:
- (i) 5,500,000 options over fully paid ordinary shares in Fast Scout, each exercisable at 6.67 cents on before the date being 5 years after the date of grant of such options⁵ (the Hume \$0.20 Options); and
 - (ii) 5,000,000 options over fully paid ordinary shares in Fast Scout, each exercisable at 10 cents on before the date being 5 years after the date of grant of such options (the Hume \$0.30 Options); or
- (b) On a post Share Conversion basis:
- (i) 1,833,333 options over fully paid ordinary shares in Fast Scout (each exercisable at 20 cents on before the date being 5 years after the date of grant of such options); and
 - (ii) 1,666,667 options over fully paid ordinary shares in Fast Scout (each exercisable at 30 cents on before the date being 5 years after the date of grant of such options).

Resolution 9 seeks shareholder approval (for the purposes of ASX Listing Rule 7.1 and for all other purposes) for the Company to undertake the above option issues to Hume.

In accordance with the requirements of Listing Rule 7.3 the following additional information is provided:

- (a) The maximum number of options to be issued to Hume and the issue price of these options are set out above.
- (b) The options will be issued and allotted no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) – please refer to the Timetable in Section 1 of this Explanatory Statement;
- (c) The options are to be issued and allotted to Hume Mining NL;

⁵ Amended by agreement with Hume on 11 November 2005 to ensure compliance with the ASX requirement for the Company's options on issue at the time of re-admission to quotation on ASX to have an exercise price of at least 20 cents per share – was formerly 5,000,000 options with an exercise price of 5 cents each, which after the 1 for 3 Share Conversion, would have been reconstructed to 1,666,667 options with an exercise price of 15 cents, thus failing this ASX requirement.

(d) The terms and conditions of the options to be issued to Hume are equivalent to the terms and conditions of the Prospectus Options Offer as set out in Annexure B of this Explanatory Statement, save for the following changes:

(1) In respect of the Hume \$0.20 Options:

- (i) Clause 2 - Option Period – *“Each Option will expire on the fifth anniversary of the date of issue of such Option (such date being referred to as the “Option Expiry Date”). Subject to Clause 6 hereof, each Option may be exercised at any time prior to the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date”;*
- (ii) Clause 6.2 – Method of Exercise of an Option - *“The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount per share equal to 20 cents per share.”*

(2) In respect of the Hume \$0.30 Options:

- (i) Clause 2 - Option Period – *“Each Option will expire on the fifth anniversary of the date of issue of such Option (such date being referred to as the “Option Expiry Date”). Subject to Clause 6 hereof, each Option may be exercised at any time prior to the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date”;*
- (ii) Clause 6.2 – Method of Exercise of an Option - *“The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount per share equal to 30 cents per share.”*

ASX has advised that such options will be subject to ASX imposed escrow for a minimum term of 12 months from their issue.

21. RESOLUTION 10 – 1 FOR 3 SHARE CONVERSION

Section 254H of the Corporations Act provides that a company may convert all or any of its shares into a larger or smaller number of shares by resolution passed at a general meeting.

Clause 114 of the Company's constitution also allows the Company to convert shares into a larger or smaller number of shares.

Resolution 10 seeks shareholder approval for the purposes of section 254H of the Corporations Act and clause 114 of the Company's constitution (and for all other purposes) for the Company to convert its fully paid ordinary shares on a one (1) for three (3) basis - such that every three (3) shares held in the Company shall be converted into one (1) share.

Please refer to section 6 for further information on the capital structure effects of various transactions considered at this AGM, including the one for three Share Conversion.

The Share Conversion Record Date is 3 January 2006 and shareholders should receive updated Holding Statements within 1-2 weeks after the AGM.

If the Share Conversion results in a shareholder being entitled to a fraction of a share, any fraction less than 0.5 will be rounded down and any fraction at 0.5 or above will be rounded up to the nearest full share.

The conversion of shares should not give rise to any capital gains tax consequences for shareholders. In broad terms, the cost base in the shares after the conversion will be attributed proportionally. For example, if a shareholder originally acquired 10,000 shares in the Company for \$2,000 (with a cost base of \$0.20 per share) after the conversion of every three shares into one share, the shareholder would hold 3,333 shares with a cost base of approximately \$0.067 per share, equating to the same aggregate cost base of \$2,000. These comments are general in nature and apply to Australian resident shareholders. The actual tax consequences will depend on each shareholder's particular circumstances. Shareholders should seek their own taxation advice in this matter.

22. RESOLUTION 11 – CHANGE OF NAME AND MODIFICATION TO CONSTITUTION

Pursuant to section 157 of the Corporations Act, a company may change its name by passing a special resolution adopting a new name.

Pursuant to section 136 of the Corporations Act, a company may adopt, modify or repeal its constitution by passing a special resolution.

A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution and present in person or by proxy at a general meeting of shareholders.

Resolution 11 seeks shareholder approval:

- (i) for the purposes of section 157 of the Corporations Act for the Company to change its name from “Fast Scout Limited” to “Strike Resources Limited”; and
- (ii) for the purposes of section 136 of the Corporations Act for the Company’s constitution to be modified by replacing all references therein to “Fast Scout Limited” with references to “Strike Resources Limited”.

The Directors believe that such change of name is more reflective of the proposed change of activities of the Company into the resources sector.

The change of name takes effect under the Corporations Act when the Australian and Securities Investments Commission (**ASIC**) alters the details of the Company’s registration.

23. RESOLUTION 12 – RE-ELECTION OF SHANKER MADAN AS DIRECTOR

Resolution 12 seeks the re-election of Mr Hem Shanker Madan as a Director of the Company.

On 26 September 2005, Mr Madan, an experienced senior geologist with more than 30 years of world-wide experience in the exploration and evaluation of mineral deposits for various commodities, was appointed a Director to assist in guiding the Company's transition to a resource focused company.

Mr Madan's role will change to that of Managing Director upon the completion of the Company's proposed change of activities to the resources sector after shareholder approval of Resolution 1 at this AGM and the completion of the Prospectus Share Offer and re-admission of the Company's shares to official quotation on ASX.

In accordance with the constitution of the Company, Mr Madan is subject to re-election at the next general meeting of shareholders.

Mr Madan has provided the following information about his qualifications and experience for inclusion in this meeting document:

H. Shanker Madan	— Director
<i>Appointed</i>	— Appointed by the Board on 26 September 2005
<i>Qualifications</i>	— Honours and Masters Science degrees in Applied Geology
<i>Experience</i>	<p>— Mr Madan has had world-wide experience in the exploration and evaluation of mineral deposits for various commodities.</p> <p>Mr Madan has been a Manager with Hamersley Iron, Group Leader with BHP Minerals, Chief Geologist with Hancock and Wright Prospecting and a Senior Geological Consultant to the Rio Tinto Group.</p> <p>Mr Madan has managed a range of mineral evaluation studies in Iran, Brazil and Western Australia for BHP, Rio Tinto and Hamersley Iron. He has also acted as a consultant to Rio Tinto, Ashton Mining and others on mineral projects in Brazil, South Africa, India, the Philippines, Fiji and United States, working on a range of iron ore, diamonds, gold, copper and chromite deposits.</p> <p>He has been involved in the discovery of 3 world class iron deposits in Western Australia for TexasGulf and BHP Minerals. From 1997 to 2001, Mr Madan managed the evaluation of resource projects for Hamersley Iron and more recently completed a resources due diligence study of the billion-dollar West Angelas project in the Pilbara region of Western Australia.</p>
<i>Relevant interest in shares</i>	— 1,000,000 shares
<i>Special Responsibilities</i>	— Executive Director
<i>Other current directorships in listed entities</i>	— None
<i>Former directorships in other listed entities in past 3 years</i>	— Central Exchange Limited – from 12 July to 26 November 2002

24. RESOLUTION 13 – RE-ELECTION OF JOHN STEPEHENSON AS DIRECTOR

Resolution 13 seeks the re-election of Dr John Francis Stephenson as a Director of the Company.

On 26 October 2005, Dr Stephenson, previously Exploration Director of Rio Tinto Australasia with more than 35 years experience in the mineral exploration business, was appointed Non-Executive Chairman of the Company.

In accordance with the constitution of the Company, Dr Stephenson is subject to re-election at the next general meeting of shareholders.

Dr Stephenson has provided the following information about his qualifications and experience for inclusion in this meeting document:

Dr John Stephenson	— Chairman
<i>Appointed</i>	— Appointed by the Board on 26 October 2005
<i>Qualifications</i>	— BSc (Honours) in Geology from the University of London through the former University College of Rhodesia and a PhD in Geology from the University of Manitoba, Canada.
<i>Experience</i>	<p>— Dr Stephenson is a highly experienced geologist with over 35 years experience in the mining sector. He has held senior positions in large mining companies, most recently as Director of Exploration for Rio Tinto Australasia where he led Rio Tinto's exploration activities for five and a half years based in Perth.</p> <p>Dr Stephenson has also during his career led and managed exploration teams for both junior and major mining companies in several parts of the world, mainly in Southern and East Africa, North America and Australia exploring for gold, uranium, diamonds and base metals. He has also been involved with projects in Europe, South America and India. He led teams responsible for the discovery of a world class diamond deposit, the Diavik diamond mine in Canada's Northwest Territories and a high grade gold deposit, the former Golden Patricia gold mine in Ontario.</p> <p>Dr Stephenson has particular experience in the uranium sector having in the early to mid 1970's led reconnaissance airborne and ground surveys for uranium in Canada. Between 1978-1981, Dr Stephenson headed the ground follow-up of a country-wide airborne radiometric and magnetic survey for uranium and other minerals in Tanzania. In the early 90's Dr Stephenson led exploration for a subsidiary of Rio Tinto exploring for uranium and base metals in eastern Canada. Dr Stephenson also led Rio Tinto's exploration activities in Australia in the late 90's which included the search for uranium.</p>
<i>Relevant interest in shares</i>	— None
<i>Special Responsibilities</i>	— Non-Executive Chairman of the Board
<i>Other current directorships in listed entities</i>	— None
<i>Former directorships in other listed entities in past 3 years</i>	— Central Exchange Limited – from 12 July to 26 November 2002

25. RESOLUTION 14 – RE-ELECTION OF VICTOR HO AS DIRECTOR

Resolution 14 seeks the re-election of Mr Victor Poh Hong Ho 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. This rule does not apply to the Managing Director.

Mr Victor Ho retires at the AGM under this rule. However, being eligible, Mr Ho has offered himself for re-election as a Director of the Company. Mr Ho's experience and qualifications are detailed in the Directors' Report at page 40 of the Company's 2005 Annual Report.

26. RESOLUTION 15 – ADOPTION OF REMUNERATION REPORT

Sections 249L and 250R of the Corporations Act requires that a resolution be put to the members 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 on pages 42 to 4 of the 2005 Annual Report.

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

27. GLOSSARY

\$229,000 Share Placement means the issue of 2,290,000 Shares at 10 cents per Share (raising \$229,000 gross) on 18 October 2005 pursuant to offers exempt from disclosure under section 708 of the Corporation Act, being more particularly described in section 17 of this Explanatory Statement (the subject of Resolution 6 of this Notice).

\$971,000 Share Placement means the proposed issue of 9,710,000 Shares at 10 cents per Share (pre Share Conversion) (raising \$971,000 gross) pursuant to offers exempt from disclosure under section 708 of the Corporation Act, being more particularly described in section 18 of this Explanatory Statement (the subject of Resolution 7 of this Notice).

\$971,000 Placement Shares means the Shares issued/to be issued under the \$971,000 Share Placement.

AGIP means AGIP Nucleare (Australia) Pty Ltd, a subsidiary of Italian multi-national energy group ENI.

AGM means the annual general meeting convened by the Notice.

Ansell means Helen Mary Ansell, a party to the UOG Agreement.

ASIC means Australian Securities and Investments Commission.

ASX means Australian Stock Exchange Limited.

Ansell means Helen Mary Ansell, a party to the UOG Agreement

Board means the board of Directors.

Coal Royalty means the royalty payable by an Indonesian company to be formed by the Company (in which the Company shall hold a 100% beneficial interest) to KJC/KJM as set out in the MOU and to be incorporated into the Kalimantan Coal Agreement, as follows:

- (1) Where US\$20 or greater per tonne FOB mother vessel from the sale of production is received, the royalty shall be US\$1.50/ dry metric tonne; or
- (2) Where less than US\$20 per tonne FOB mother vessel from the sale of production is received, the royalty shall be 5% of such revenue per dry metric tonne,

with such royalty to be paid on a quarterly basis in arrears.

Company or Fast Scout or FSL means Fast Scout Limited (ABN 94 088 724).

Concessions means the coal concessions the subject of the Kalimantan Coal Project being more particularly described in section 15 of this Explanatory Statement.

Concession 1 means one of the coal Concessions of 7363 ha the subject of the Kalimantan Coal Project being more particularly described in section 15 of this Explanatory Statement.

Concession 2 means one of the coal Concessions of 5000 ha the subject of the Kalimantan Coal Project being more particularly described in section 15 of this Explanatory Statement.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means a current director of the Company.

ELA means an application for an exploration licence.

EL means a granted exploration licence.

Explanatory Statement means the explanatory statement to this Notice.

GST means goods and services tax.

Hume means Hume Mining NL (ABN 52 063 994 945).

Hume Agreement means an agreement entered into between the Company and Hume dated 15 September 2005 for acquisition of 75% of Hume's interests in the Hume Tenements (the subject of Resolution 2 of this Notice).

Hume Tenements means the EL and ELAs in the Northern Territory and Western Australia the subject of the Hume Agreement which is also described in the Tenement Schedule in section 4 of this Explanatory Statement.

Kalimantan Coal Project means the completion by the Company of a formal agreement to acquire the right to exclusively explore for, mine and sell all coal from the areas covered by one or more of the coal Concessions located in East Kalimantan, Indonesia, which the Company has entered into an MOU to acquire for cash payments and the payment of royalties in relation to the acquisition by the Company of any or more of such coal Concessions, as more particularly described in section 15 of this Explanatory (the subject of Resolution 4 of this Notice).

Kalimantan Coal Agreement means the formal agreement contemplated by the MOU in relation to the Kalimantan Coal Project, as more particularly described in section 15 of this Explanatory (the subject of Resolution 4 of this Notice)

KJC means PT Kaltim Jaya Coal, an Indonesia company being one of the vendors of the Kalimantan Coal Project.

KJM means PT Kaltim Jaya Mineral, an Indonesia company being one of the vendors of the Kalimantan Coal Project.

KCC means Korean Coal Corporation.

Listing Rules means the listing rules of ASX.

MOU means the memorandum of understanding entered into between the Company and KJC and KJM in relation to the Kalimantan Coal Project and Kalimantan Coal Agreement.

Notice means this notice of AGM.

Official List means the Official List of ASX.

Option means an option to acquire a Share.

Option Record Date means one month after the date of re-admission of the Company's shares to quotation on ASX (currently expected to be on or about 16 February 2005).

Projects means the resource projects of the Company from time to time, including but not limited to the tenement interests set out in the Tenement Schedule and potentially the Kalimantan Coal Project.

Prospectus Option Offer means the proposed issue of up to 24,984,850 options issued on a pro rata non renounceable basis to all shareholders of the Company whose name shall be on the register of members of the Company on the Options Record Date, pursuant to a prospectus under Chapter 6D of the Corporations Act, at an issue price of one cent per option, each to acquire one Share at an exercise price equal to the Prospectus Share Offer issue price (being at a minimum of 20 cents per share) with each such option expiring on 30 June 2008, being more particularly described in section 19 of this Explanatory Statement (the subject of Resolution 8 of this Notice).

Prospectus Share Offer means the proposed issue of up to 10,000,000 Shares issued pursuant to a prospectus under Chapter 6D of the Corporations Act at a minimum price of 20 cents per share (to raise up to \$2,000,000 gross), being more particularly described in section 18 of this Explanatory Statement (the subject of Resolution 8 of this Notice).

Proxy Form means the proxy form for this AGM accompanying the Notice and Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Share Conversion means the one (1) for three (3) basis share conversion, being more particularly described in section 21 of this Explanatory Statement (the subject of Resolution 10).

Share Conversion Record Date means 3 January 2006.

Sinarco means Sinarco Resources Pte Ltd, the party who introduced the Kalimantan Coal Project to the Company (the subject of Resolution 5 of this Notice).

Timetable means the timetable as set out in Section 2 of the Explanatory Statement.

Tenement Schedule means the tenements in which the Company has secured an interest as set out in Section 4 of the Explanatory Statement.

UOG means Uranium Oil and Gas Limited (ACN 115 593 005), a party to the UOG Agreement.

UOG Agreement means an agreement entered into between the Company and UOG and Ansell dated 3 October 2005 for the acquisition of a 70% interest in the UOG Tenement (the subject of Resolution 3 of this Notice)

UOG Tenement means ELA 09/1245 in Western Australia the subject of the UOG Agreement which is also described in the Tenement Schedule in section 4 of this Explanatory Statement.

ANNEXURE A

CHAIRMAN'S LETTER TO FAST SCOUT SHAREHOLDERS



17 November 2005

Dear Fast Scout Shareholders,

LETTER FROM CHAIRMAN

As you may be aware, I was recently invited to become Chairman of your Company and was appointed as such on the 26th October 2005.

I was pleased to receive such invitation as I felt that the proposed change in activities of Fast Scout from that of a technology company to the resources sector allowed me to become involved in its development from its inception as a resource company.

I welcome the challenge involved in developing the Company in its formative years.

As part of my appointment as Chairman, it was felt important to develop a strategic vision and path for the Company at the outset of its change to the resources sector.

I have accordingly spent the time since my appointment working with the Board to identify a path for the future and write to you now to outline our progress in this matter.

As shareholders, you would be aware Fast Scout proposes to acquire a series of uranium exploration tenements in the Northern Territory and Western Australia. I believe the uranium potential of these tenements to be very exciting.

I also consider that the uranium sector is one that affords significant growth possibilities for junior resource companies. It appears there will be a looming shortage of uranium required for nuclear power, due in a part to the massive nuclear power expansion planned for China and India in coming years. This should underpin the price for uranium in the future and therefore the prospects for junior uranium explorers.

Whilst I recognise the potential for Fast Scout's uranium assets, I am also aware of the current Australian regulatory environment restricting the development of new uranium mines.

It is likely that this restriction will not remain indefinitely. The Northern Territory and South Australia may well lead a change in current regulatory policy. Once either of these Territories/States allow new uranium mines to be developed, I believe other States will follow given the economic imperatives that will be lost if uranium mining continues to be blocked.

This presents an interesting challenge for a junior resource company such as Fast Scout. It holds assets that are potentially valuable, yet it is restricted in profiting from such assets with no discernable time frame for knowing when it may be possible to exploit such assets.

www.fastscout.com

FAST SCOUT LIMITED

A.B.N. 94 088 488 724



Level 14, 221 St Georges Terrace, Perth WA 6000
T | + 61 (8) 9214 9700 F | + 61 (8) 9322 1515

E | info@fastscout.com

20051117 FSL ASX Letter from Chairman to Shareholders.doc

The dilemma that faces Fast Scout and other exploration companies with Australian uranium assets appears to be the level of expenditure that one should commit to on such assets in this uncertain regulatory environment.

Notwithstanding this, the Board maintains that its Australian uranium tenements represent core assets to which funds should be applied in order to prove up their potential in anticipation of regulatory changes.

In addition, and as previously announced, Fast Scout has considered widening the geographic scope of its uranium exploration effort and is currently negotiating to acquire prospective uranium projects in Tanzania. Negotiations are ongoing and no agreement has been reached.

After my appointment, the scope of these considerations widened again, leading the Board to conclude that Fast Scout should properly regard itself as an energy company.

This consideration led to three key strategic objectives being determined for the Company:

1. A desire to transition from that of an explorer to that of a developer/producer in as short a timeframe as possible;
2. The identification of energy assets that provide early cash flow opportunities; and
3. The ability of such assets to underpin a regular dividend flow to shareholders and fund its exploration activities.

In accordance with the foregoing, the Board considers that the coal sector meets these objectives and has accordingly sought to identify new coal opportunities.

These efforts are ongoing, but I am pleased to report that Fast Scout has entered into a Memorandum of Understanding (**MOU**) with PT Kaltim Jaya Coal and PT Kaltim Jaya Mineral, being two Indonesian companies that hold coal mining concessions in Indonesia (**Indonesian Coal Concessions**).

The MOU relates to two thermal coal prospects of approximately 7363ha (**Concession 1**) and 5000ha (**Concession 2**) in the East Kalimantan Province of Indonesia. The MOU provides the framework for Fast Scout to commercially mine coal from these concessions and receive 100% of coal proceeds subject to the payment of a coal royalty to the existing concession holder, the staged payment of US\$400,000 per Concession and payment of normal government imposed mining royalties.

Concession 1 is located 65km southwest of Balikpapan, the capital city of Kalimantan along a bitumen road and a ferry connection to the capital. It is conveniently located 7 to 15 km from two potential barging ports along the oceanfront. This prospect has 30 mapped outcrops of coal seams, several of which were inspected by Mr Shanker Madan, a geologist and director of Fast Scout, prior to signing the MOU.

Concession 2 is located approximately 150km north of Balikpapan along a tributary of the Mahakam River and northwest of Samarindha, a major coal barging port. The concession abuts a lease being developed by the Korean Coal Corporation.

20051117 FSL ASX Letter from Chairman to Shareholders.doc

Both these concessions appear to Fast Scout to be attractive based on their open cut potential and the proximity of the concessions to water transportation routes.

Fast Scout will, subject to execution of a binding agreement by 29 November 2005, conduct confirmatory due diligence on the Concessions. This will consist of mapping and test drilling during the three months following execution to confirm the presence of a coal resource and determine its quality and mining characteristics.

The MOU is non binding and contemplates the execution of a formal and binding agreement by 29 November 2005 which will be conditional upon Fast Scout thereafter having a 3 month period to conduct the due diligence work referred to above to its satisfaction.

In parallel with the MOU Fast Scout has entered into discussions with coal users for off-take agreements for any coal produced. These discussions have occurred with cement manufacturers and small to large electricity producers in India.

Again, no agreement has been reached. They will require confirmation of continuity of supply, coal quality and pricing prior to making firm commitments. This will be resolved in due course through the due diligence examination of the Indonesian Coal Concessions contemplated by Fast Scout.

In addition to the Indonesian Coal Concessions, the Company has provided an indicative term sheet to another company holding coal assets in Indonesia. This is part of the Company's objective to seek and identify the best commercial coal opportunities available.

The Company will continue to investigate this and other opportunities and keep the market informed of its exploration and development activities in both uranium and coal.

Yours Faithfully,



John Stephenson
Chairman

ANNEXURE B**TERMS AND CONDITIONS OF OPTIONS UNDER PROSPECTUS OPTIONS OFFER**

The options to be issued pursuant to the Prospectus Options Offer will be issued on the following terms and conditions:

1. "Entitlement"

Each option ("Option") shall entitle the holder the right to subscribe (in cash) for one (1) fully paid ordinary share in the capital of the Company.

2. Option Period

Each Option will expire on 30 June 2008 (such date being referred to as the "Option Expiry Date"). Subject to Clause 6 hereof, each Option may be exercised at any time prior to the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date.

3. Ranking of Share Allotted on Exercise of Option

Each ordinary share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all respects equally with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.

4. Notification to Option Holders

A registered owner of an Option ("Option Holder") will be entitled to receive and will be sent all reports, accounts and notices required to be given to the members of the Company but will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being Option Holders, members of the Company.

5. Transfer of an Option

Each Option is transferable at any time prior to the Option Expiry Date. This right is subject to any restrictions on the transfer of an Option that may be imposed by the Australian Stock Exchange Ltd (the "ASX").

6. Method of Exercise of an Option

- 6.1 A certificate or holding statement will be issued by the Company with respect to Options held by an Option Holder. Attached to or endorsed on the reverse side of each certificate or holding statement will be a notice that is to be completed when exercising the Options the subject of the certificate or holding statement ("Notice of Exercise of Options"). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 2,000 if only part of the Option Holders total Options are exercised, or if the total number of Options held by an Option Holder is less than 2,000, then the total of all Options held by that Option Holder must be exercised.
- 6.2 The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount per share equal to the Prospectus Share Offer issue price (being at a minimum of 20 cents per share) as approved by shareholders at the Annual General Meeting of the Company on 22 December 2005.
- 6.3 Subject to Clause 6.1 hereof, the exercise of less than all of an Option Holders Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holders entitlement under the Option Holders remaining Options.
- 6.4 On exercise of Options, the Option Holder must surrender to the Company the Option Holders option certificate or holding statement with respect to those Options being exercised.
- 6.5 If the Option Holder exercises less than the total number of Options then registered in the Option Holders name:
 - 6.5.1 the Option Holder must surrender the option certificate or holding statement with respect to the Option Holders Options to the Company; and
 - 6.5.2 the Company must cancel that option certificate or holding statement and issue to the Option Holder a new certificate or holding statement with respect to the balance of the Option Holders unexercised Options.

- 6.6 Within 14 days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of fully paid ordinary shares in the capital of the Company so subscribed for by the Option Holder.

- 6.7 The Company will (subject to any escrow restrictions imposed by the ASX) within three (3) business days from the date of issue and allotment of shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such shares, in accordance with the Corporations Law and the Listing Rules of the ASX.

7. Reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of the Option Holder will be treated in the manner set out in the ASX Listing Rules applying to reconstructions at that time.

8. Participation in New Share Issues

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the Option Expiry Date unless and until the Options are exercised. The Company will ensure that during the exercise period of the Options, the Record Date for the purposes of determining entitlements to any new such issue, will be at least 9 Business Days after such new issues are announced in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

9. Change of Options Exercise Price or Number of Underlying Shares

- 9.1 If the Company makes a pro rata issue (except a bonus issue) to the holders of ordinary shares, the exercise price of each Option shall be reduced in accordance with the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

Where :

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying shares into which one Option is exercisable.

P = the average market price per share (weighed by reference to volume) of the underlying shares during the 5 trading days ending on the day before the ex rights date or the ex entitlements date.

S = the subscription price for a share under the pro rata issue.

D = any dividend due but not yet paid on the existing underlying shares (except those to be issued under the pro rata issue).

N = the number of shares with rights or entitlements that must be held to receive a right to one new share.

No change will be made pursuant to the application of the above formula to the number of shares to which the Option Holder is entitled.

- 9.2 The reduction of the exercise price of each Option in accordance with the above formula shall be subject to the provisions of the Listing Rules of the ASX.

- 9.3 If the Company makes a bonus issue of shares or other securities convertible into ordinary shares pro rata to holders of ordinary shares the number of shares issued on exercise of each Option will include the number of bonus shares that would have been issued if the Option had been exercised by the Option Holder prior to the books closing date for bonus shares. No change will be made in such circumstances to the exercise price of each Option."

TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Fast Scout Limited will be held at:

The Forrest Centre Conference Suites	commencing	10:30 am (Perth time)
Level 14, The Forrest Centre		Thursday, 22 December 2005
221 St Georges Terrace		
Perth, Western Australia		

How to Vote

You may vote by attending the meeting in person, by proxy or 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 (08) 9322 1515; or
- deliver 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 **not later than 10:30 am (Perth time) on Tuesday, 20 December 2005**.

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 and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at midnight (Perth time) on 20 December 2005 (**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 Annual General Meeting.

www.fastscout.com

FAST SCOUT LIMITED

A.B.N. 94 088 488

Registered Office:

Level 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000
T | (08) 9214 9700
F | (08) 9322 1515
E | info@fastscout.com

ASX Code: FSL



Advanced Share Registry Services:

110 Stirling Highway
Nedlands Western Australia 6009
T | (08) 9389 8033
F | (08) 9389 7871
E | admin@advancedshare.com.au
W | www.asrshareholders.com

PROXY FORM

Fast Scout Limited
A.B.N. 94 088 488 724

COMPLETE AND RETURN TO:

The Company Secretary
Fast Scout Limited
Level 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000

☐

Mark this box with an 'X' if you want to make any changes to your address details (see reverse) (*Issuer Sponsored Holders Only*)

Facsimile: (08) 9322 1515

Holder ID: {}

Balance: {}

Appointment of Proxy

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

☐

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

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 Fast Scout Limited to be held at Suite 3, The Forrest Centre Conference Suites, Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia at **10:30 am (Perth time) on Thursday, 22 December 2005** and at any adjournment of such Annual General Meeting

Chairman's Open Proxies (you must mark this box if you leave any voting directions below unticked)

☐

Mark this box if you have appointed the Chairman of the meeting as your proxy (directly or by default) and you wish him to exercise his voting discretion on your behalf. 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 open Chairman's proxies in favour of all resolutions.

Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION

	For	Against	Abstain*
1. Approve change of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratify Hume Agreement and approve issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratify UOG Agreement and approve issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Authorise the Kalimantan Coal Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approve issue of shares to Sinarco	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratify \$229,000 Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratify/Approve \$971,000 Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approve issue of shares/options under Prospectus offers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approve issue of options to Hume	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approve 1 for 3 share conversion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approve change of name and modification of constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-elect Shanker Madan as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Re-elect John Stephenson as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Re-elect Victor Ho as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. 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.

PLEASE SIGN HERE

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

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. Your pre-printed name and address is as it appears on the Company's share register. If this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.
2. 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.
3. 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.
4. A proxy need not be a shareholder of the Company.
5. 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.
6. 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.
7. 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.

8. **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. |

9. **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 **10:30 am (Perth time) on 20 December 2005** (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:

Fast Scout Limited
Level 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000

Facsimile: (08) 9322 1515