AUDIT COMMITTEE CHARTER

Adopted by the Board of Directors on 15 March 2010 Strike Resources Limited

1 Purpose

The purpose of the Audit Committee (Committee) is to assist the Board to:

- oversee the Company's financial control, financial reporting and financial risk management systems;
- assist the Board to oversee the Company's external audit function.

Ultimate responsibility for the integrity of the Company's financial reporting and external audit functions remains with the full Board.

2 Administration

2.1 Composition

- The Committee must have at least 3 members who are Non-Executive Directors of the Company.
- The Committee must have a Chairman, who must not be the Company Chairman.
- Committee members should be able to read and understand the financial statements and have experience in financial management.
- The Board will determine membership of the Committee annually and at any other time it considers it appropriate.
- The Company Secretary is the Secretary of the Committee.

2.2 Meetings

- The Committee must meet to consider the Company's financial reports and the external audit or review of those reports and make recommendations to the Board as to the release of those accounts to ASX.
- The Committee Chairman will convene such other Committee meetings as he considers appropriate or as are requested by the Board, any Committee member, the Managing Director or the external auditor.
- The Committee may invite Company executives, the external auditor and external advisers to attend meetings.
- The quorum for Committee meetings is two members.

2.3 Powers

- The Committee's role is advisory. The Committee does not have the power to bind the Company.
- The Committee may make recommendations to the Board on any matter arising under this Charter.

3 Financial Reporting and Risk Management Oversight

3.1 External Reporting

The Committee will recommend to the Board whether any financial report for external release should be signed. The Committee's process for making such recommendations includes:

- reviewing the Company's financial reports for accuracy and whether they reflect a true and fair view of financial position and performance;
- reviewing management's material estimates and judgments contained in or relevant to financial reports;
- considering the quality of earnings and the implications of extraordinary items of income or expenditure; and
- ensuring that the financial reports comply with law, accounting standards, the Company's accounting policies and the results of the external audit.

3.2 Accounting function review

The Committee will review the Company's financial information recording and reporting processes, including:

- reviewing the Company's accounting policies and principles, including any significant changes to them;
- reviewing the Company's financial information recording, reporting and disclosure practices;
- considering the ability of the Company's financial team to perform its role and considering succession planning for key financial team members;
- reviewing the Company's systems for ensuring compliance with all Australian and relevant foreign laws and securities exchange listing rules in relation to the recording and reporting of financial information; and
- considering the opinions of the Company's external auditor relevant to the accuracy and quality of Company's financial reports.

3.3 Financial risk management review

The Committee's role in financial risk management is to evaluate whether the Company's financial risk management policies and systems:

- are effective to identify all material financial risks facing the Company;
- provide appropriate strategies for managing material financial risks; and
- are being properly implemented.

In carrying out these general functions the Committee's responsibilities include:

- reviewing the adequacy of the Company's insurance program;
- reviewing the adequacy of the Company's internal controls;
- reviewing the adequacy of the Company's policies and systems for:
  - identifying and managing risks of fraud and loss of assets;
  - ensuring compliance with laws and Listing Rules where non-compliance would expose the Company to material financial risk; and
  - managing risks of unusual transactions, including major acquisitions, high-value transactions, new project commencement and related party transactions; and
- reviewing the Company's systems for determining whether its financial risk management policies and systems are being properly implemented.

4 External Audit Oversight

The Committee has the following duties and powers in relation to the Company's external audit:

- make recommendations to the Board on the appointment, re-appointment or replacement of the external auditor.
- review the external audit of the Company as and when issues arise that require its attention and, in any event, at least annually.
- in the Committee's discretion, meet with the external auditor in the absence of management to discuss the adequacy and effectiveness of the Company's financial control, financial reporting and financial risk management systems.
- review compliance with Company policy that the external auditor is not to provide non-audit services which might cause or it to have or a conflict of interest.

5 Resources

The Committee is entitled to:

- access all books and records of the Company;
- receive any explanation or clarification of any matter relevant to its role from any Company employee; and
- engage external advisers (whether they are otherwise used by the Company or not) or other to advise it on any matter relevant to its role, at the Company's cost.

The Board must ensure that this assistance is available to the Committee.