



Restricted Share Purchase Plan Offer

WESTERN AUSTRALIA, September 12, 2019 – ASX listed Strategic Elements Ltd (**ASX: SOR**) is pleased to announce that it will provide eligible shareholders **with the option** to participate in a Share Purchase Plan (**SPP**) to assist funding of recent developments in artificial intelligence and robotics subsidiary 'Stealth Technologies' and other projects.

SPP Details

The SPP offer is **optional** to shareholders on the register as at 5.00pm on 11 September 2019 and **capped to a maximum total of \$1,000,000 at 6 cents per share**. Applications will be accepted on a **first received basis**. Oversubscriptions will be accepted at the Directors' discretion and subject to all legal and regulatory requirements. The Company last traded at 6.6c prior to the recent trading halt.

All Directors and management of Strategic Elements have nominated to participate in the SPP offer.

Funds Raised

Capital raised by the Company will be used to assist the expansion of 100% owned Stealth technologies capabilities in artificial intelligence, robotics and computer vision, working capital and to progress other projects.

Stealth Technologies team has an experienced in-house team of international award winning PhD and Masters qualified research engineers with deep capabilities in artificial intelligence, computer vision and robotics (hardware and software). Stealth Technologies has the capability to custom build artificial intelligence and robotic systems for (a) its own proprietary technologies; and (b) collaboration with commercial/government partners for their own specific business cases.

Most artificial intelligence companies only focus on software development. Stealth Technologies' point of difference is the multi-disciplinary capability to (1) physically custom build automated robotic machines; (2) integrate computer vision capabilities enabling a computer to see (through cameras and sensors); and (3) create artificial intelligence through machine learning and software development.

Strategic Elements Director, Elliot Nicholls (who has First Class Honours qualifications in engineering and robotics) has been instrumental in leading the technical team and forming partnerships. Strategic Elements Director, Matthew Howard (who has significant data software experience with USD 150+ Billion Company 'Oracle') has also been a driving force behind Stealth Technologies.

Upcoming Behemoth Drilling Program

No funding from the capital raising will be used towards the upcoming deep hole drilling program at the Behemoth project. It will instead be funded through existing capital and \$150,000 in cash won through a competitive grant program run by the WA State government. The net cost of the drilling program will also be reduced through costs refunded under the Australia government research and development rebates. The net cost is expected to be minimal and 100% fundable from existing funds.

As previously announced, advanced Induced Polarization geophysical surveys (IP surveys) conducted by the Company have identified large scale potential zones of sulphides at the highly innovative Behemoth Ring Feature project. The Company recognises the Behemoth drilling is a very high risk -high reward project with potential for nickel-copper-gold-REE.

Nanocube Memory Development

The Company has announced its intention to build a technology demonstrator of the Nanocube Memory ink. The demonstrator is currently being fabricated in conjunction with the University of New South Wales, VTT Finland and an Australian based electronic systems integrator.

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Issue Price

The issue price was calculated having regard to the Company's circumstances and represents the 5 day VWAP for the Company's shares, calculated over the last 5 days on which sales in the Company's shares were recorded before the day the offer was announced.

Payment

Under the SPP, eligible shareholders can subscribe for **up to \$15,000** worth of shares at 6 cents each **without brokerage** or other costs. **There is no need to fill out and post the application form if you elect to pay by BPAY.** Please use the reference code printed on the application form in the **documents mailed to you.**

Other

The Company **reserves the right to place any SPP shares not subscribed** for pursuant to the SPP offer at a price no less than the price of shares offered under the SPP, to the extent any such placement can be made having regard to the ASX Listing Rules and the Corporations Act.

If fully subscribed, the SPP will result in the issue of 16,666,667 new shares issued pursuant to Listing Rule 7.2, Exception 15 so that those shares will not be counted towards the Company's Listing Rule 7.1 and 7.1A capacities.

SPP Key Dates

Date	Details
11 September 2019	Record Date 5pm (WST) The date of which the Company determines eligible shareholders.
12 September 2019	Announcement Date
13 September 2019	Dispatch of SPP
13 September 2019	Opening Date The date on which the SPP opens.
27 September 2019	Closing Date The date on which the SPP closes. Applications and payments must be received by 5pm (WST).
01 October 2019	Allotment Date and Dispatch Date The date Shares under the SPP are allotted and any scale back.
03 October 2019	Share Trading Date The date on which it is expected that Shares under the SPP will commence trading

Documentation

Documentation in relation to the SPP will be distributed to shareholders on 13 September 2019. For further information on the SPP please contact Executive Director Mr Matthew Howard on +61 8 9288 2788 or email admin@strategicelements.com.au.



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