

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, other professional adviser or financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. Such documents should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of shares, you should retain these documents.

The whole of this document and the accompanying Form of Proxy should be read and, in particular, your attention is drawn to the letter from the Chairman of the company set out on page 2 of this document which contains the recommendation by the Directors to shareholders to vote in favour of all of the resolutions to be proposed at the Annual General Meeting.

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**STRATEGIC MINERALS PLC**

*(registered in England and Wales with registered number 07440902)*

(the “**Company**”)

**Notice of Annual General Meeting**

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Notice of the Annual General Meeting of the Company to be held at the offices of BDO UK at 55 Baker Street, London, W1U 7EU at 11:30 a.m. on 29 June 2017, is set out at Part II of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a copy of the enclosed Form of Proxy in accordance with the instructions printed thereon. The Form of Proxy must be received by the Company’s Registrar, Share Registrars Ltd, not later than 11:30 a.m. on 27 June 2017. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Annual General Meeting in person should they so wish. If you do not send in a valid Form of Proxy or attend the Annual General Meeting in person to vote, no-one else may vote on your behalf.

If you have any questions about this document or the Annual General Meeting, or are in any doubt as to how to complete the Form of Proxy, please call Share Registrars Ltd on +44 (0) 1252 821 390. Please note that calls may be monitored or recorded and Share Registrars Ltd cannot provide financial advice or advice on the merits of the Resolutions.

Copies of this document will be available free of charge from the registered office of the Company during normal business hours, and a copy is available on the website of the Company [www.strategicminerals.net](http://www.strategicminerals.net).

**LETTER FROM THE CHAIRMAN  
STRATEGIC MINERALS PLC**

*(Incorporated and registered in England and Wales under number 07440902)*

**PART I**

**Directors:**

Alan Broome (*Chairman*)  
John Peters (*Managing Director*)  
Peter Wale (*Non-executive Director*)

**Registered Office:**

27/28 Eastcastle Street  
London  
W1W 8DH

30 May 2017

*To holders of Ordinary Shares of 0.1 penny each in the capital of the Company ('**Ordinary Shares**') and, for information purposes only, to the holders of options to subscribe for Ordinary Shares.*

Dear Shareholder,

**1. Annual General Meeting**

A notice convening the Annual General Meeting of the Company to be held at the offices of BDO UK, 55 Baker Street, London, W1U 7EU at 11:30 a.m. on 29 June 2017 is set out at the end of this document. Shareholders will find accompanying this circular a Form of Proxy for use at the Annual General Meeting. Whether or not shareholders intend to be present at the Annual General Meeting, they are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to be received by the Company's Registrar, Share Registrars Ltd, not later than 11:30 a.m. on 27 June 2017. Completion and return of the Form of Proxy will not affect a shareholder's right to attend and vote in person at the Annual General Meeting if they so wish.

At the Annual General Meeting six (6) resolutions will be proposed and are detailed further in this letter. Resolutions 1 to 4 concern the normal Annual General Meeting activities of tabling and adopting the Audited Annual Report for the preceding year, the election of Directors (as required), and the appointment of the Auditors for the current financial year. Resolutions 5 to 6 concern the provision of capacity for the Directors to issue equity, and in the case of Resolution 6 to do so without referring back to shareholders.

At the General Meeting, Resolutions 1 to 5 will be proposed as ordinary resolutions. Therefore, for each of those resolutions to be passed more than half of the votes cast must be in favour of the resolution. Resolution 6 will be proposed as a special resolution, and therefore for this resolution to be passed at least three-quarters of the votes cast must be in favour of the resolution.

**Ordinary Resolutions**

**Resolution 1: To receive and adopt the financial statements of the Company for the period ending 31 December 2016**

The Directors of the Company are required to present to the meeting the audited financial statements and the reports of the Directors and the Company's auditors (the "**Auditors**") for the financial period ended 31 December 2016 (the '**Annual Report 2016**'). Shareholders will have the opportunity to put questions on the Annual Report 2016 to the Directors before the resolution is proposed to the meeting.

**Resolution 2: Appointment of Director**

Shareholders are asked to appoint as a Director, in accordance with Article 84 of the Company's Articles of Association, Mr Peter Wale, who has been appointed since the Company's last annual general meeting.

### **Resolution 3: Reappointment of Director**

Shareholders are asked to reappoint as a Director, Mr Alan Broome, who is retiring in accordance with Article 106 of the Company's Articles of Association and who being eligible is offering himself for re-appointment.

### **Resolution 4: Appointment of Auditors and authority to determine their remuneration**

The Company is required to appoint Auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. This resolution proposes the reappointment of BDO LLP and, in accordance with standard practice, gives authority to the Directors to determine the remuneration to be paid to the Auditors.

### **Resolution 5: Authority to Allot Shares**

Under section 551 of the Companies Act 2006 (the "Act") the directors of a company may only allot unissued shares and other "relevant securities" (as defined in the notes to the Notice of Meeting) if authorised to do so.

Resolution 5 will, if passed continue to provide flexibility for the Directors to promote the success of the Company, when opportunities arise, by issuing new shares. The resolution seeks the grant of authority to allow the Directors to allot up to 817,882,000 Ordinary Shares, being approximately two thirds of the Company's issued share capital, on a pre-emptive rights issue only, and up to 408,941,000 Ordinary Shares, being approximately one third of the Company's issued share capital, in any other case.

The authority in resolution 5 replaces a similar authority passed on 21 June 2016 and will expire on the date which is 18 months after the date on which the resolution is passed or, if earlier, the date of the next annual general meeting of the Company.

### **Special Resolution**

#### **Resolution 6: Disapplication of Pre-emption Rights**

If the directors wish to allot unissued shares or other equity securities for cash or to sell any shares which the Company may hold in treasury following a purchase of its own shares, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

Resolution 6 will, if passed, give the Directors power, pursuant to the authority to allot shares granted by resolution 5, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £408,941 (being 408,941,000 Ordinary Shares) which represents approximately one third of the Company's issued Ordinary Shares (excluding treasury shares).

The proposed resolution 6 also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, and allows the Directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

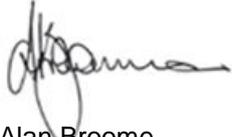
The total number of Ordinary Shares in issue as at the date of this letter is 1,226,825,560. The Company does not currently hold any treasury shares. This authority in resolution 6 replaces a similar authority passed on 21 June 2016 and the power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company.

### **Recommendation**

The Board considers that all the resolutions to be put to the Annual General Meeting are likely to promote the success of the Company for the benefit of its shareholders as a whole. The Directors

unanimously recommend that you vote in favour of all the resolutions (save that no Director gives any recommendation in respect of any resolution relating to his own appointment or re-appointment) as they intend to do in respect of their own beneficial holdings, amounting to 56,364,000 Ordinary Shares of £0.001 each in the issued share capital of the Company, representing approximately 4.6 percent of the existing issued share capital of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Alan Broome', written in a cursive style.

Alan Broome  
**Chairman**

## STRATEGIC MINERALS PLC

*(Incorporated and registered in England and Wales under number 07440902)*

### NOTICE OF ANNUAL GENERAL MEETING

#### PART II

Notice is hereby given that the Annual General Meeting of Strategic Minerals Plc (the “**Company**”) will be held at the offices of BDO UK at 55 Baker Street, London, W1U 7EU at 11:30 a.m. on 29 June 2017 for the following purposes:

#### Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions:

1. To receive and adopt the Company's financial statements for the period ended 31 December 2016, together with the Directors' Report and the Auditors' Report on those financial statements.
2. To confirm the appointment of Mr Peter Wale as a director of the Company in accordance with the Articles of Association.
3. To confirm the reappointment of Mr Alan Broome as a director of the Company in accordance with the Articles of Association.
4. To appoint BDO LLP as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting of the Company at which financial statements are laid and to authorise the directors of the Company to determine their remuneration.
5. That the directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this Notice):
  - a. comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £817,882 (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 5b. below) in connection with an offer by way of a rights issue:
    - i. to holders of ordinary shares of £0.001 each in proportion (as nearly as may be practicable) to their respective holdings; and
    - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. in any other case, up to an aggregate nominal amount of £408,941 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 5a. above in excess of £408,941),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## Special Resolutions

6. That, subject to the passing of resolution 5, the directors be and are hereby empowered, pursuant to section 570 of the Companies Act 2006 (the “**Act**”), to allot:
- a. equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 5 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:
    - i. to the holders of ordinary shares of £0.001 each in proportion (as nearly as may be practicable) to their respective holdings; and
    - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - b. the allotment (otherwise than pursuant to paragraph 6a. above) of equity securities up to an aggregate nominal amount of £408,941.

The power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

**Dated: 30 May 2017**

<b>Registered Office:</b>	<b>By order of the Board:</b>
27/28 Eastcastle Street London W1W 8DH United Kingdom	 John Peters <b>Director</b>

## Notes

1. Resolutions 1 to 5 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 6 is proposed as a special resolution. This means that for that Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.
2. Only those members registered on the Company's register of members at:
  - (a) 11:30 a.m. on 27 June 2017; or,
  - (b) if this Annual General Meeting is adjourned, 48 hours (excluding non-business days) prior to the adjourned meeting,shall be entitled to attend and vote at the Annual General Meeting.
3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the Annual General Meeting. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting to represent you. A Form of Proxy which may be used to make such appointment and proxy instructions accompanies this Notice of Annual General Meeting. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the Annual General Meeting in person, should he subsequently decide to do so.
4. The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered either by hand or post to Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by fax: +44 (0) 1252 719 232; and
  - (c) received no later than 11:30 a.m. (London Time) on 27 June 2017 or 48 hours excluding non-business days before any adjourned meeting.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The issuer's agent's CREST ID Is 7RA36.
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Forms of Proxy, together with any powers of attorney or other authority under which it is executed, or a notarially certified or office copy of such power or authority, must reach Share Registrars Ltd (on the details given above) not later than the time set out above.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy contact Share Registrars Ltd, at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by telephone on +44 (0) 1252 821 390.

10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the relevant Resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
12. To change your proxy instructions simply submit a new Form of Proxy using the method set out above. Note that the cut-off time for receipt of Forms of Proxy (see above) also apply in relation to amended instructions; any amended Form of Proxy received after the relevant cut-off time will be disregarded.
13. If you submit more than one valid Form of Proxy, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. In order to revoke a Form of Proxy you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Ltd no later than 11:30 a.m. on 27 June 2017, or 48 hours excluding non-business days before any adjourned meeting.
15. As at 5.00 p.m. on the day immediately prior to the date of posting of this Notice of Annual General Meeting, the Company's issued ordinary share capital comprised 1,226,825,560 ordinary shares of £0.001. Each ordinary share carries the right to one vote at the Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the day immediately prior to the date of posting of this Notice of Annual General Meeting is 1,226,825,560.

**Relevant Securities** means:

- *Shares in the Company other than shares allotted pursuant to:*
  - o *an employee share scheme (as defined by section 1166 of the Act);*
  - o *a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or*
  - o *a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.*
- *Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.*

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