

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, or other professional 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.

Strategic Minerals PLC
(the “Company”)
NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP on 26th June 2012 at 11.30 am is set out at Part II of this circular.

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 not less than 48 hours before the appointed time for holding the Annual General Meeting or adjournment as the case may be.

PART I
Strategic Minerals PLC
(Incorporated and registered in England and Wales under number 07440902)

Registered Office:
Finsgate
5-7 Cranwood Street
London EC1V 9EE

30th May 2012

Notice of Annual General Meeting

Dear shareholder,

I am pleased to write to you with details of our Annual General Meeting (“AGM”) which we are holding at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP on 26th June 2012 at 11.30 am. The formal notice of AGM is set out in Part II of this document.

I set out below explanatory comments regarding the matters to be dealt with at the AGM. There are 9 resolutions (the “Resolutions”) which shareholders are asked to approve, of which Resolutions 1 to 8 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 9 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.

If you would like to vote on the Resolutions but cannot come to the AGM, please fill in the Form of Proxy sent to you with this notice and return it to the Company Secretary at Finsgate, 5-7 Cranwood Street, London EC1V 9EE as soon as possible. The Company Secretary must receive the Form of Proxy no later than 11.30 am on 25th June 2012.

Resolution 1: Receive and adopt the Financial Statements for the period ending 31 December 2011

The directors of the Company (the “Directors” or the “Board”) 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 2011.

Resolutions 2, 3, 4, 5 and 6: Confirmation of Appointment of Directors

Under the Company’s Articles of Association the appointment of Steven Sanders, Patrick Griffiths, George Cardona, James Fyfe and Paul Harrison as Directors, who were appointed during the year, requires confirmation at the AGM.

Matthew Bonthron and Michael Alexander Borrelli have decided to pursue other business interests and are therefore not standing for re-election. The Board would like to thank them for their significant contribution in helping bring the Company to the market and in supporting the acquisition of Ebony Iron Pty Ltd.

Resolution 7: Re-appointment of Auditors

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 appointment of Jeffrey’s Henry LLP and, in accordance with standard practice, gives authority to the Directors to determine the remuneration to be paid to the Auditors.

Resolution 8: 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” if authorised to do so. This Resolution, if passed, will continue to provide flexibility for the Directors to promote the success of the Company, when opportunities arise, by issuing new shares, and renew the authority given at the Company’s AGM held on 9th May 2011. The Directors intend to seek renewal of this authority at each AGM.

Resolution 9: Disapplication of Pre-emption Rights

If equity securities are to be allotted for cash, section 561 of the Act requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of the Act. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements. This Resolution would allow the Directors, pursuant to section 571 of the Act, to allot shares for cash without first offering them to shareholders in accordance with the Act. The Directors intend to seek renewal of this disapplication at each AGM.

The Board considers that all the Resolutions to be put to the AGM 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 proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

Steven Sanders
Director

PART II

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of Strategic Minerals Plc (the "Company") will be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP on 26th June 2012 at 11.30 am. for the following purposes:

Ordinary Business

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 2011 together with the Directors' Report and the Auditors' Report on those financial statements;
2. To confirm the appointment of Steven Sanders as a director of the Company in accordance with the Articles of Association
3. To confirm the appointment of Patrick Griffiths as a director of the Company in accordance with the Articles of Association
4. To confirm the appointment of George Cardona as a director of the Company in accordance with the Articles of Association
5. To confirm the appointment of James Fyfe as a director of the Company in accordance with the Articles of Association
6. To confirm the appointment of Paul Harrison as a director of the Company in accordance with the Articles of Association
7. To appoint Jeffreys Henry LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting of the Company at which financial statements are laid and to authorise the Directors to set their remuneration; and to transact any other business of the Company.

Special Business

To consider and, if thought fit, pass the following resolutions which will be proposed as to Resolution 8 as an ordinary resolution and as to Resolution 9 as a special resolution:

8. That the directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") (in substitution for any existing authority to allot relevant securities (within the meaning of Section 551 of the Act) to exercise all powers of the Company to allot further relevant securities up to an aggregate nominal value of £400,000 provided that this authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company to be held in 2013, whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this Resolution had not expired.
9. That, subject to the passing of Resolution 8 and as set out in this Notice of AGM the directors of the Company be and they are hereby generally empowered pursuant to Section 571 of the Act to allot equity securities (in substitution for any existing authority to allot equity securities (within the meaning of Section 560 of the Act)) for cash, pursuant to the authority conferred by Resolution 8 as set out in this Notice of AGM, as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 9.1 for the purposes of, or in connection with an offer by way of a rights issue, open offer or other pre-emptive offer of equity securities in favour of ordinary shareholders where the securities respectively attributable to the interests of such shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by such holders (but subject to such exclusions or other arrangements as the directors of the Company consider appropriate, necessary or desirable to deal with fractional entitlements or any legal or practical difficulties arising under the laws of any territory or the requirements of any regulatory body or recognised investment exchange); or
 - 9.2 otherwise than pursuant to sub-paragraph 9.1 above) of equity securities up to an aggregate nominal value of £200,000.

and such power shall expire 15 months from the date of passing this Resolution or at the conclusion of the AGM of the Company to be held in 2013, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer

By order of the Board

International Registrars Limited
Company Secretary

30th May 2012

Notes

1. Resolutions 1 to 8 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 9 is proposed as a special resolution. This means that for this 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:
11.30 am on 22nd June 2012; or,
if this AGM is adjourned, at 11.30 am on the day 48 hours prior to the adjourned AGM,
shall be entitled to attend and vote at the AGM.
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 AGM. A proxy need not be a shareholder of the Company but must attend the AGM to represent you. A Form of Proxy which may be used to make such appointment and proxy instructions accompanies this Notice of AGM. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the AGM in person, should he subsequently decide to do so.
4. 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 the Company Secretary at Finsgate, 5-7 Cranwood Street, London EC1V 9EE.
5. Information regarding the AGM, including the information required by section 311A of the Act, is available from www.strategicminerals.net.
6. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the Chairman of the AGM as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the Chairman of the AGM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
7. 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.
8. Forms of Proxy, together with any power of attorney or other authority under which it is executed, or a notarially certified or office copy of such power or authority, must reach the Company Secretary at Finsgate, 5-7 Cranwood Street, London EC1V 9EE not less than 48 hours before the time of the AGM or of any adjournment of the AGM.
9. 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.
10. Where you have appointed a proxy and would like to change the instructions using another Form of Proxy, please contact the Company Secretary at Finsgate, 5-7 Cranwood Street, London EC1V 9EE.
11. 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.
12. 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 the Company Secretary at Finsgate, 5-7 Cranwood Street, London EC1V 9EE. 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 the Company Secretary no later than 11.30 am on 25th June 2012.
13. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your Form of Proxy will automatically be terminated.
14. The following documents will be available on the day of the AGM at the place of the AGM until the close of the AGM:
 - 14.1. copies of the service contracts of each of the Executive Directors; and
 - 14.2. copies of the letters of appointment of the Non-executive Directors.