

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.

STRATEGIC MINERALS PLC

(registered in England and Wales with registered number 07440902)

(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 at 44 Southampton Buildings, London, WC2A 1AP on 27 June 2013 at 10 am 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 Share Registrars Ltd not less than 48 hours before the appointed time for holding the Annual General Meeting or adjournment as the case may be.

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 01252 821390. 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.

Date: 3 June 2013

LETTER FROM THE CHAIRMAN STRATEGIC MINERALS PLC

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

PART I

Directors:

David Anderson
George Cardona
James Fyfe
Patrick Griffiths
Paul Harrison

Registered Office:

Finsgate
5-7 Cranwood Street
London
EC1V 9EE

3 June 2013

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 27 June 2013 at 10 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 6 resolutions (the “**Resolutions**”) which shareholders are asked to approve, of which 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.

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 Share Registrars Ltd, at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or email proxies@shareregistrars.uk.com as soon as possible. Share Registrars Ltd must receive the Form of Proxy no later than 10 am on 25 June 2013. The lodging of the Form of Proxy will not prevent shareholders from attending the AGM and voting in person if they wish.

Resolution 1: Receive and adopt the financial statements of the Company for the period ending 31 December 2012

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 2012.

Resolutions 2 and 3: Confirmation of Appointment of Directors

Under the Company’s Articles of Association David Anderson’s appointment as a Director requires confirmation at the AGM as he was appointed during the year.

In addition, James Fyfe retired by rotation, having been chosen by lot, in accordance with the Company’s Articles of Association and stands for re-election.

Resolution 4: 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 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” 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. The Directors seek the grant of such authority.

Resolution 6: 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 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 (save that no Director gives any recommendation in respect of any Resolution relating to his own re-appointment) as they intend to do in respect of their own beneficial holdings, amounting to 19,359,035 ordinary shares of £0.001 each in the issued share capital of the Company, representing approximately 3.49 per cent of the existing issued share capital of the Company

Yours faithfully,

James Fyfe
Executive 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 Memery Crystal LLP, 44 Southampton Buildings, London, WC2A 1AP on 27 June 2013 at 10 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 2012 together with the Directors' Report and the Auditors' Report on those financial statements.
2. To confirm the appointment of David Anderson as a director of the Company in accordance with the Articles of Association.
3. To re-appoint James Fyfe who retires by rotation as a director of the Company.
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 set their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions which will be proposed as to Resolution 5 as an ordinary resolution and as to Resolution 6 as a special resolution:

5. 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 annual general meeting of the Company to be held in 2014, 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.
6. That, subject to the passing of Resolution 5 and as set out in this Notice of Annual General Meeting the directors of the Company be and they are hereby generally empowered pursuant to Section 570 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 5 as set out in this Notice of Annual General Meeting, 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:
 - 6.1. 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

6.2. otherwise than pursuant to sub-paragraph 6.1 (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 annual general meeting of the Company to be held in 2014, 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

Director

3 June 2013

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 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:
 - (a) 10 am on 25 June 2013; or,
 - (b) if this AGM is adjourned, 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. 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 or email to Share Registrars Ltd, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL or proxies@shareregistrars.uk.com; and
 - (c) received no later than 10 am (London Time) on 25 June 2013 or 48 hours before any adjourned meeting.
5. 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.
6. 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.
7. 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 Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or by telephone on 01252 821390.
8. 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.
9. 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).
10. 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.
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 Share Registrars Ltd at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL. 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 10 am on 25 June 2013, or 48 hours before any adjourned meeting.
13. The following documents will be available on the day of the AGM at the place of the AGM until the close of the AGM:
 - 13.1. copies of the service contracts of each of the Executive Directors; and
 - 13.2. copies of the letters of appointment of the Non-executive Directors.
14. As at 5.00pm 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 553,825,560 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 5.00pm on the day immediately prior to the date of posting of this Notice of Annual General Meeting is 553,825,560.

