

# STRATEGIC MINERALS PLC (the “Company”)

## FORM OF PROXY

For use at 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 a.m. on 27 June 2014.

I/We (name(s) in full) .....  
(BLOCK LETTERS)

of (address) .....

.....  
being (a) holder(s) of shares in the Company hereby appoint

*(add the name of the proxy you wish to appoint here - see Note 3)*

or failing him, the Chairman of the meeting, as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11 a.m. on 27 June 2014, and at every adjournment thereof.

I/We direct the proxy to vote in respect of the resolutions to be proposed as shown below.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. Ordinary resolution to receive and adopt the Company’s financial statements for the period ended 31 December 2013 together with the Directors’ Report and the Auditors’ Report on those financial statements.			
2. Ordinary resolution to confirm the appointment of Julien McNally as a director of the Company in accordance with the Articles of Association.			
3. Ordinary resolution to confirm the appointment of Lyle Hobbs as a director of the Company in accordance with the Articles of Association.			
4. Ordinary resolution to confirm the re-appointment of Patrick Griffiths as a director, who is retiring in accordance with the Articles of Association.			
5. Ordinary resolution to reappoint BDO LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company at which financial statements are laid and to authorise the Directors to set their remuneration.			
6. Ordinary resolution to consider whether any, and if so what, steps should be taken to deal with a serious loss of capital as defined in Section 656 of the Companies Act 2006 (the “Act”).			

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
7. Ordinary resolution to authorise the directors to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company pursuant to section 551 of the Act.			
8. Special Resolution to disapply the pre-emption provision of Section 561 of the Act.			

*Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If no specific direction is given the proxy will vote or abstain at his discretion.*

Dated:.....

Signature(s) or Common Seal .....  
(See Notes 2 and 3)

.....

**Notes:**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
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 Share Registrars Limited on +44 (0) 1252 821 390 or proxies@shareregistrars.uk.com or at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 resolution. 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 meeting.
6. To appoint a proxy using this form, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered to Share Registrars Limited, by post: Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL, or by email to proxies@shareregistrars.uk.com or by fax +44 (0) 1252 719 232; and
  - (c) received by Share Registrars Limited no later than 11 a.m. on 25 June 2014, or 48 hours (excluding non business days) before any adjourned meeting.
7. 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.
8. 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.

9. 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.
10. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
11. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
12. 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).
13. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
15. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
16. In order to revoke a proxy instruction 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 Limited 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.
17. The revocation notice must be received by Share Registrars Limited no later than 11 a.m. on 25 June 2014.
18. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

