

**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 General Meeting.

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**STRATEGIC MINERALS PLC**

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

(the “Company”)

**Notice of General Meeting**

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Notice of a General Meeting of the Company to be held at the offices of BDO UK at 55 Baker Street, London, W1U 7EU at 10:30 a.m. on 19 October 2017, is set out at Part II of this document.

Whether or not you propose to attend the 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 17 October 2017. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the General Meeting in person should they so wish. If you do not send in a valid Form of Proxy or attend the General Meeting in person to vote, no-one else may vote on your behalf.

If you have any questions about this document or the 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 Resolution.

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)*

**Directors:**

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

**Registered Office:**

27/28 Eastcastle Street  
London  
W1W 8DH

28 September 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,

**This circular encompasses the General Meeting of Strategic Minerals plc ("Strategic" or the "Company"), seeking to give authority to the Directors to set up an option programme.**

**1. General Meeting**

A notice convening a General Meeting to be held at the offices of BDO UK, 55 Baker Street, London, W1U 7EU at 10:30 a.m. on 19 October 2017 is set out at the end of this document. Shareholders will find accompanying this circular a Form of Proxy for use at the General Meeting. Whether or not shareholders intend to be present at the 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 10:30 a.m. on 17 October 2017. Completion and return of the Form of Proxy will not affect a shareholder's right to attend and vote in person at the General Meeting if they so wish.

At the General Meeting one resolution will be proposed and are detailed further in this letter. The resolution 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.

**Special Resolution**

**To authorise the Board to set up one or more option schemes, within 90 days of passing the resolution, for a maximum of options on 200,000,000 Ordinary Shares in the tranches outlined below, with the price vesting requirements, the various exercise prices and the overarching requirement to ensure that no more than 10% of the Company's issued Ordinary Share capital can be vested at any time.**

The three Tranches and vesting conditions proposed are:

<u>Tranche</u>	<u>Number of Options</u>	<u>Vesting Price</u>	<u>Exercise Price</u>	<u>Maturity Date</u>
1	120,000,000	£0.055	£0.0275	30 June 2020
2	55,000,000	£0.075	£0.0375	30 June 2021
3	25,000,000	£0.100	£0.0500	30 June 2022

Apart from each Tranche having specific price vesting requirements, the Company has adopted an overarching vesting requirement which ensures that the Company cannot, at any point in time, have unexercised options exceeding 10% of the Company's issued Ordinary Share capital (currently 1,245,825,560). Under this vesting criterion, it is possible to have Tranches partially vested and this would be applied pro-rata to option holders.

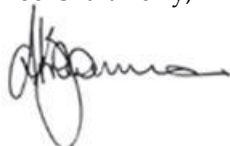
On average, the Tranches provide the option holders the ability to participate in less than 11% of the increase in market capitalisation, starting from £0.03 (incorporated in current vested options) and prior to any dilution effects.

As the bulk of these options are for the Board, it is considered appropriate that the adoption of this proposal be ratified by shareholders at a General Meeting to be held in London on 19 October 2017 at BDO UK, 55 Baker Street, London, W1U 7EU. It is currently intended that 30% of each Tranche will be allocated to the Managing Director, John Peters, 20% to the Non-Executive Chairman, Alan Broome and another 20% to Non-Executive Director Peter Wale.

#### **Recommendation**

The Board considers that the resolution to be put to the General Meeting is 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 the resolution as they intend to do in respect of their own beneficial holdings, amounting to 66,511,319 Ordinary Shares, representing approximately 5.29 percent of the existing issued Ordinary Share capital of the Company.

Yours faithfully,



Alan Broome AM  
**Chairman**

**STRATEGIC MINERALS PLC**

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

**NOTICE OF GENERAL MEETING**

Notice is hereby given that the 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 19 October 2017 for the following purpose:


**Special Resolution**

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

1. That, the Board be and is hereby authorised to set up one or more option schemes, within 90 days of passing this resolution, for a maximum of 200,000,000 options in the tranches outlined below, with the price vesting requirements, the various exercise prices and the overarching requirement to ensure that no more than 10% of the Company’s issued Ordinary Share capital can be vested at any time.

The three Tranches and vesting conditions proposed are:

<u>Tranche</u>	<u>Number of Options</u>	<u>Vesting Price</u>	<u>Exercise Price</u>	<u>Maturity Date</u>
1	120,000,000	£0.055	£0.0275	30 June 2020
2	55,000,000	£0.075	£0.0375	30 June 2021
3	25,000,000	£0.100	£0.0500	30 June 2022

<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 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) 11:30 a.m. on 17 October 2017; or,
  - (b) if this General Meeting is adjourned, 48 hours (excluding non business days) prior to the adjourned meeting,shall be entitled to attend and vote at the 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 General Meeting. A proxy need not be a shareholder of the Company but must attend the General Meeting to represent you. A Form of Proxy which may be used to make such appointment and proxy instructions accompanies this Notice of General Meeting. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the 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 17 October 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.
10. 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.
11. 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 GM.
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. 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.
14. 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.
15. 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 17 October 2017, or 48 hours before any adjourned meeting.

As at 5.00 p.m. on the day immediately prior to the date of posting of this Notice of General Meeting, the Company's issued Ordinary Share capital comprised 1,255,825,560 Ordinary Shares. Each Ordinary Share carries the right to one vote at the 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 1,255,825,560 .

**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.*