THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about the contents of this document or about the action you should take you should immediately consult your stockbroker, solicitor, accountant or other independent professional adviser or financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (or, if you are outside the United Kingdom, a person otherwise duly qualified in your jurisdiction) who specialises in advising on the acquisition of shares and other securities.

If you sell or have sold or otherwise transferred all of your shares in Strategic Minerals plc (the "**Company**") please send this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. Such documents should not, however, be forwarded or transmitted in or into the United States, Cananda, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of shares in the Company, you should retain these documents.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions.

STRATEGIC MINERALS PLC

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

Placing to raise £1 million
and
Notice of General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company, set out on pages 2 and 3 of this document, which contains the Board's unanimous recommendation to vote in favour of the Resolutions set out in the notice of General Meeting referred to below.

A notice of a General Meeting of the Company to be held at the offices of RWK Goodman LLP, 69 Carter Lane, London, EC4V 5EQ at 10 a.m. on 2 May 2025 is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, as soon as possible but in any event so as to be received by no later than 10 a.m. on 30 April 2025 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they subsequently wish to do so.

Copies of this document, which is dated 16 April 2025 will be available free of charge to the public during normal business hours on weekdays (excluding Saturday, Sunday and public holidays) from the registered office of the Company at 27-28 Eastcastle Street, London, W1W 8DH. Copies will also be available to download from the Company's website at www.strategicminerals.net.

LETTER FROM THE CHAIRMAN

OF

STRATEGIC MINERALS PLC

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

Directors:	*Registered Office:*
Mark Burnett *(Executive Director)*	27–28 Eastcastle Street
Charles Manners *(Non-executive Chairman)*	London
Philip Hadyn-Slater *(Non-executive Director)*	W1W 8DH

16 April 2025

Dear Shareholder

Placing, proposed increase in authorities to allot shares and Notice of General Meeting

1. Introduction

The Company announced today that it has conditionally placed 333,333,333 new ordinary shares of 0.10 pence each in the capital of the Company ("**Placing Shares**") at a placing price of 0.3 pence per share ("**Placing**"). The Placing has raised, in aggregate, gross proceeds of £1,000,000.

The net proceeds of the Placing will be principally used to progress activities at the Company's Redmoor Tungsten-Tin-Copper Project in Cornwall and for working capital purposes.

The Placing is conditional, *inter alia*, on the Company obtaining Shareholder approval for the authorities to issue the Placing Shares on a non-pre-emptive basis.

The General Meeting is being called on 2 May 2025 at 10 a.m. to seek shareholder approval for the additional authorities to allot the Placing Shares on a non-pre-emptive basis.

2. General Meeting

You will find set out at the end of this document a notice convening the General Meeting to be held at the offices of RWK Goodman LLP, 69 Carter Lane, London, EC4V 5EQ at 10 a.m. on 2 May 2025.

The Resolution to be proposed at the General Meeting is as follows:

Resolution: Disapply the statutory pre-emption rights in relation to the allotment of shares and granting of rights to subscribe for shares (Special Resolution)

A special resolution is required to disapply the statutory pre-emption rights in relation to the allotment and issue of shares in the capital of the Company.

3. Action to be taken

You are requested to register your votes by (i) completing a Form of Proxy (enclosed with the General Meeting notice below) and posting it to the Company's Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, or (ii) by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form). Your vote must be received not less than 48 hours (excluding weekends and bank holidays) before the time appointed for the meeting being 10 a.m. on 30 April 2025 or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of General Meeting and Form of Proxy.

Even if you intend to attend the General Meeting you are encouraged to complete and return a Form of Proxy. The completion and return of a Form of Proxy will not prevent you from attending the General Meeting and voting in person if you subsequently wish to do so.

Shareholders are reminded that, if their shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.

4. Recommendation

The Directors consider that the authority sought to allot and issue shares in the Company is in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend you vote in favour of the Resolution.

The Directors intend to vote in favour of the Resolution in respect of their own beneficial holdings of ordinary shares in the capital of the Company.

Yours faithfully

Signed by:

Charles Manners

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Charles Manners
Non-executive Chairman

STRATEGIC MINERLAS PLC
(Incorporated and registered in England and Wales with registered number 07440902)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of STRATEGIC MINERALS plc (the "**Company"**) will be held at the offices of RWK Goodman LLP, 69 Carter Lane, London, EC4V 5EQ at 10 a.m. on 2 May 2025 for the purpose of considering and, if thought fit, passing the following resolution (the "**Resolution"**). The Resolution will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT the directors ("**Directors**") of the Company be and are hereby empowered pursuant to sections 570 of the Companies Act 2006 ("**Act**") to allot shares in the Company for cash pursuant to the authority conferred on the Directors at the annual general meeting of the Company held on 17 July 2024, as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of up to an aggregate amount of 333,333,333 ordinary shares, which are to be allotted and issued in respect of the Placing.

This power shall expire (unless previously renewed, varied or revoked) on the earlier of the date of the next annual general meeting of the Company or the date falling fifteen months from the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this power expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this power had not expired.

By Order of the Board
Charles Manners
Non-executive Chairman

16 April 2025

Registered office:
27–28 Eastcastle Street
London
W1W 8DH

Notes

1. Shareholders will only be entitled to attend and vote at the General Meeting if they are registered as the holders of ordinary shares in the capital of the Company ("Ordinary Shares") at 10 a.m. on 30 April 2025. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (ignoring any part of a day that is not a working day) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (ignoring any part of a day that is not a working day) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.

2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.

3. You can register your vote(s) for the General Meeting either:
   3.1. by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your username and access code on the top of the proxy form);
   3.2. by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
   3.3. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 6 - 9 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10 a.m. on 30 April 2025.

4. Shareholders can:
    4.1. appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
    4.2. if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 6-9).

5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to be received no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder 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. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID:7RA36) no later than 10 a.m. on 30 April 2025, or, in the event of an adjournment of the General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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/her 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. 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 General Meeting.

11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment

received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

13. In order to revoke a proxy appointment, 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 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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 Limited no later than 10 a.m. on 30 April 2025, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.

14. 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).

15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

16. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

17. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
    17.1. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
    17.2. the answer has already been given on a website in the form of an answer to a question; or

    17.3. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.

18. As at 15 April 2025, being the latest practicable date before publication of this notice, the Company had 2,015,964,616 Ordinary Shares in issue. Each Ordinary Share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company is 2,015,964,616.