



Strategic Minerals Europe Ltd

(Incorporated in England and Wales with registered number 12652016)

Notice of General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chair of the Company set out in this document which contains the Directors' unanimous recommendation that you should vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to in respect of their own holdings of Ordinary Shares in the Company.

Notice of a General Meeting of Strategic Minerals Europe Ltd ("**Company**" or "**Strategic Minerals**") to be held at Horsington Manor, Horsington, BA8 0EE, United Kingdom on 19 August 2022 at 12:00 noon is enclosed with this document.

If you are unable to attend the meeting, please complete a valid proxy instruction so as to arrive as soon as possible and in any event not later than 12:00 noon on 17 August 2022 (or 48 hours before the time fixed for any adjournment of the General Meeting).

If you require a replacement proxy form, you may request a hard copy proxy form directly by emailing info@aberdeenminerals.com or by writing to the Company at Goodwood House, Blackbrook Park Avenue, Taunton, Somerset, TA1 2PX, United Kingdom.

A copy of this document is available at the Company's website, www.aberdeenminerals.com.

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Letter From the Chair of Strategic Minerals Europe Ltd

To the Shareholders, and, for information only, to the holders of warrants

1 August 2022

Dear Shareholder,

Notice of General Meeting

1. Introduction and summary

I am pleased to invite you to the General meeting of the Company to be held on 19 August 2022 at 12:00 noon. I recognise that it may be impracticable for many of our shareholders to travel to the meeting but you will probably recognise that this is a formal process we are required to follow. If you are unable to attend, I would appreciate it if you are able, to vote by proxy. We will accept proxy forms electronically, by email to info@aberdeenminerals.com.

The formal Notice of General Meeting is set out on page 7 of this document.

The Directors recommend that shareholders of the Company (the “Shareholders”) vote in favour of the resolutions being proposed at the General Meeting (the “Resolutions”).

2. Explanatory notes to the Notice of General Meeting

The notes on the following pages give an explanation of the proposed resolutions. A resolution proposed as an ordinary resolution will pass if 50 percent or more of the votes are cast in favour of the resolution. A resolution proposed as special resolution will pass if 75 percent or more of the votes are cast to be in favour.

Resolutions 1 and 2 – Adopt Articles of Association and associated ratification

When the existing Articles of Association of the Company were first adopted, the shareholders at that time deemed it appropriate to require the Company to specify explicit rules that had to be followed when raising funds. These rules are set out in Article 36 of the existing Articles of Association of the Company.

As the Company’s shareholder base has expanded, these rules have become unduly onerous, and if Article 36 is not changed, the Company’s ability to raise funds in a timely manner will be impeded, which could impact the Company’s future cost of capital and the Company’s ability to deliver on its strategy.

Resolution 1, if passed together with Resolution 2, would cause new Articles of Association to be adopted, the key changes being:

- Removal of the requirement for prior written approval of shareholders to adopt new Articles of Association (but any future changes still require a vote of shareholders holding 75% or more of the voting rights);
- Directors’ remuneration may be set by the Board or a duly appointed committee thereof;
- Granting of authority to the Board to allot Ordinary shares representing up to a maximum of 20% of the total issued share capital of the Company, each year;

- Simplification of the process to transfer shares (which currently requires any shares being sought to be transferred, to be offered first, on a pre-emptive basis, to existing shareholders);
- Inclusion of proxies as counting towards a quorum.

Article 6 of the Company's Articles of Association requires the prior written approval of shareholders holding shares conferring in aggregate 75 per cent or more of the voting rights attaching to all of the issued shares from time to time to authorise to make any changes to the Articles of Association. The passing of resolution 1 would therefore cause a breach of Article 6 and shareholders are therefore requested to ratify the actions of the directors in not following the provisions of Article 6 of the current Articles of Association.

The votes in respect of the shares held by the directors will be disregarded in determining whether Resolution 2 is passed.

The proposed new Articles of Association and a copy which shows the tracked changes between the proposed new Articles of Association and the existing Articles of Association are available on the Company's website, at www.aberdeenminerals.com. If you would like to receive a hard copy form of either the new Articles of Association or the tracked change version, please email info@aberdeenminerals.com or write to us at the Company's registered office address.

3. Recommendation

The Board considers that each of the Resolutions is in the best interest of the Company and its Shareholders as a whole and unanimously recommends that Shareholders vote in favour of each of the resolutions.

The Board encourages Shareholders to submit proxy votes by email to info@aberdeenminerals.com, although you may also return a proxy form to the Company's registered office. The form of proxy, whether sent electronically or in hard copy, must be received at least 48 hours (excluding non-working days) before the time of the General Meeting.

Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting.

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own independent financial advice from your stockbroker, bank, legal adviser, accountant or other appropriate independent financial adviser.

We strongly encourage Shareholders to participate in the General Meeting by submitting any questions on the business of the meeting and resolutions in advance by email to: info@aberdeenminerals.com. We may publish any questions and answers which we think may be of interest to other shareholders or stakeholders, on our website after the meeting. Shareholders should note that for various commercial, legal or regulatory reasons the Directors may not be able to respond to every question.

Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting on page 8.

Expected Timetable of Events

Publication of this document	1 August 2022
Latest time and date of receipt of Form and Proxy	12:00 noon on 17 August 2022
General Meeting	12:00 noon on 19 August 2022
Announcement of the results of the General Meeting via the Company's website	23 August 2022

All times referred to above and in this document are, unless otherwise stated, to the local time in London, UK.

Each of the times and dates referred to above and elsewhere in this document may be extended or brought forward at the discretion of the Company, in which case the revised time(s) and date(s) will be notified to Shareholders by publication on the Company's website at www.aberdeenminerals.com.

Definitions

The following definitions apply throughout this document unless the context otherwise requires:

“Articles of Association”	The Articles of Association of the Company
“CA 2006” or “the Act”	the Companies Act 2006;
“Company”	Strategic Minerals Europe plc, a company incorporated in England and Wales with registered number 12652016, with its registered office at Goodwood House, Blackbrook Park Avenue, Taunton, Somerset, TA1 2PX, United Kingdom;
“Directors” or the “Board”	The directors of the Company whose names are set out on page 3 of this document, or any authorised committee thereof;
“General Meeting” or “GM”	the General Meeting of the Company convened for 12:00 noon on 19 August 2022 at Horsington Manor, Horsington, BA8 0EE, United Kingdom (or any adjournment thereof);
“Group”	the Company and its subsidiary or subsidiaries;
“Notice of General Meeting”	the notice convening the General Meeting which forms a part of this document;
“Ordinary Share(s)”	Ordinary share(s) of £0.01 each in the capital of the Company;
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting;
“Shareholder(s)”	registered holder(s) of Ordinary Shares;
“UK”	the United Kingdom of Great Britain and Northern Ireland.

Notice of General Meeting Strategic Minerals Europe plc

(Incorporated in England and Wales with registered number 12652016)

NOTICE IS HEREBY GIVEN THAT the General Meeting of the above-named company (the **Company**) will be held at Horsington Manor, Horsington, BA8 0EE, United Kingdom at 12:00 noon on 19 August 2022 to consider and, if thought fit, pass the following Resolutions, which will be proposed as ordinary or special resolutions as indicated below.

In this Notice, words and defined terms shall have the same meanings as words and defined terms in the Circular to which this Notice is attached.

Special Resolution

1. THAT subject to Resolution 2 being passed, the draft Articles of Association in the form produced to the meeting and initialled by the Chair of the Meeting (for the purpose of identification) be adopted as the Company's Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Ordinary Resolution

2. The conduct of the directors in proposing and recommending Resolution 1 be and is hereby approved.

By order of the Board

Patrick Murphy
Director
1 August 2022

Notes to the Notice of General Meeting

Strategic Minerals Europe plc

The following notes explain your general rights as a Shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of business on 17 August 2022. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company but must attend the General Meeting in order to represent you.
3. 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).
4. 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.
5. You can vote by completing and returning the proxy form which accompanies this Notice, either by email, to info@aberdeenminerals.com or by post to Goodwood House, Blackbrook Park Avenue, Taunton, Somerset, TA1 2PX, United Kingdom. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by the Company by 12:00 noon on 17 August 2022.
6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Company before the latest time for the receipt of proxies will take precedence.
7. The return of a completed form of proxy will not prevent a Shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
8. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

9. As at 29 July 2022 (being the latest practicable business day prior to the publication of this Notice of General Meeting), the Company's ordinary issued share capital consists of 60,848,494 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 29 July 2022 are 60,848,494.
10. You may not use any electronic address (within the meaning of Section 333(4) of the CA 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Directors And Registered Office

Directors

Patrick Murphy
Thomas Todd

Registered Office

Goodwood House
Blackbrook Park Avenue
Taunton
Somerset
TA1 2PX
United Kingdom

**Proxy Form for the General Meeting of
Strategic Minerals Europe plc
To be held at 12:00 noon on 19 August 2022**

Number of shares

I/We

Name of shareholder(s)

Of

Address

hereby appoint

the Chair of the Meeting

as my/our proxy to attend, speak and vote in respect of the number of shares stated above, or if no number of shares is stated, in respect of my/our full voting entitlement.

If no proxy is specified in the box above, the Chair of the Meeting will act as your proxy and will vote on your behalf in accordance with your instructions below.

This proxy will be valid for the General Meeting of the Company to be held at 12:00 noon on 19 August 2022 and at any adjournment thereof.

To appoint more than one proxy, complete one copy of this proxy form per proxy, and submit each of the forms to the Company, together.

		For	Discretion	Against	Vote Withheld
1.	Subject to the passing of resolution 2, to adopt new Articles of Association of the Company (special resolution)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
2.	To ratify the conduct of the directors in proposing and recommending Resolution 1 (ordinary resolution)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature(s)

Date

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director/secretary).

Explanatory Notes to the Proxy Form

1. Every Shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxyholder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box above the proxyholder's name the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, you may print or make electronic copies of this proxy form, or you may request an additional copy from the Company by emailing info@aberdeenminerals.com or by writing to the Company at its registered office. Please indicate in the box beneath the proxyholder's name the number of shares in relation to which they are authorised to act as your proxy. If no proxy is specified in the box above, the Chair of the Meeting will act as your proxy and will vote on your behalf in accordance with your instructions below. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope or attached to the same email.
3. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 17 August 2022. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. Any alterations made to this form should be initialled.
6. The completion and return of this form will not preclude a member from attending the meeting and voting in person.