



Strategic Minerals Europe Ltd

(Incorporated in England and Wales with registered number 12652016)

Notice of General Meeting

to be held on 3 February 2023

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 3 February 2023 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 1 February 2023 (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.

Contents

	Page
Letter from the Chair	3
Expected timetable and principal events	5
Definitions	6
Notice of General Meeting	7
Notes to the Notice of General Meeting	8
Directors and registered office	10
Proxy Form	11

Letter From the Chair of Strategic Minerals Europe Ltd

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

16 January 2023

Dear Shareholder,

Notice of General Meeting

1. Introduction and summary

I am extremely pleased to advise that our December capital raise, carried out at 7.5 pence per share, was oversubscribed and the Board has made the decision to accept a modest amount in excess of our initial target of £1,000,000. This will provide the Company, through its 100% owned operating subsidiary Aberdeen Minerals Ltd, with the funds it requires to advance the next stage of its strategy, primarily the upcoming drill programme along with our other exploration activities to advance our exploration of battery and critical minerals deposits in North East Scotland. We also intend to commence the preparatory work required to put the company in the position so that a decision to list the business on the ASX can be taken when capital markets conditions are favourable.

A more fulsome shareholder update of the upcoming activities will be provided to all shareholders in early February.

The decision to accept oversubscriptions means we have exceeded the annual authorities under the Articles of Association (of 20% of the issued share capital) that we are permitted to allot without regard to shareholders' rights of pre-emption, meaning that additional shareholder approval is required to complete a minor portion of the fundraising. You will recall we sought and obtained this annual authority approval back in August 2022 to facilitate a more efficient capital raising process. The impact of this additional authority is explained in more detail in Notes 10 to 13 below, but will essentially enable the founding shareholders to participate in the funding round.

I therefore invite you to a General Meeting of the Company to be held on 3 February 2023 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 as 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.

At the meeting, we will also lay before shareholders, the annual report & accounts, which includes the audited financial statements for the year ended 31 March 2022.

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 each 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. Resolution 1 is proposed as an ordinary resolution, which means it will be passed if more than half of the votes cast are in favour of the resolution. Resolution 2 is a special resolution, which means it will be passed if 75 percent or more of the votes cast are in its favour.

Resolution 1 – Receive annual report and accounts

This is an ordinary resolution to receive and consider the financial statements of the Company for the year ended 31 March 2022 together with the report of the Directors and the report of the auditors thereon.

Resolution 2 – Disapplication of pre-emption rights

This is a special resolution which, if approved, will disapply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act and authorise the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £30,000 for cash on a non-pre-emptive basis pursuant to the authority conferred by section 550 of the Act, in accordance with Article 36 of the Articles of Association of the Company.

Companies registered under the UK's Companies Act 2006 have a prescribed "nominal value" by which these authorities are calculated. The nominal amount of £30,000 translates to an authority to allot up to 3,000,000 Ordinary shares, which if fully utilised at the fundraise price of 7.5p per share, would raise a further amount up to a maximum of £220,000.

The authority granted by this Resolution will expire 4 weeks from the date of this General Meeting, or if earlier, at the conclusion of the next General Meeting of the Company, subject to this authority being substituted by a similar authority at that meeting.

3. Recommendation

The Directors consider that the Resolutions are in the best interest of the Company and its Shareholders as a whole, and unanimously recommend that Shareholders vote in favour of each of the resolutions.

The Directors encourage 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.

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 can be found in the notes to the Notice of General Meeting on page 8.

Expected Timetable of Events

Publication of this document	16 January 2023
Latest time and date of receipt of Proxy Form	12:00 noon on 1 February 2023
General Meeting	12:00 noon on 3 February 2023

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 Ltd, 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 10 of this document, or any authorised committee thereof;
“General Meeting” or “GM”	the General Meeting of the Company convened for 12:00 noon on 3 February 2023 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 Ltd

(Incorporated in England and Wales with registered number 12652016)

NOTICE IS HEREBY GIVEN THAT a 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 3 February 2023 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.

Ordinary Resolution

1. To receive and adopt the Directors' Report and the Financial Statements for the year ended 31 March 2022, together with the report of the auditor.

Special Resolution

2. **THAT** the Directors be and are hereby empowered to allot equity securities (as defined by section 560 of the CA 2006) for cash, pursuant to the authorities conferred by section 550 of the CA 2006 in accordance with Article 36.9.5 of the Articles of Association of the Company as if section 561(1) of the CA 2006 and Articles 36.2 to 36.7 of the Articles of Association of the Company did not apply to any such allotment, provided that this power shall be limited to:
 - a) the allotment of equity in connection with an offer of equity securities:
 - (i) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b) the allotment of equity securities to any person up to an aggregate nominal amount of £30,000.

The authority granted by this resolution will expire 4 weeks from the date of this General Meeting or earlier if substituted by a new authority granted at the next General Meeting of the Company, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after the authority expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority had not expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

David Taylor
Company Secretary
16 January 2023

Notes to the Notice of General Meeting Strategic Minerals Europe Ltd

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 1 February 2023. 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 1 February 2023.
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 12 January 2023 (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 12 January 2023 are 60,848,494.
10. In December 2022, the Company carried out a fundraise from which up to an additional 12,008,037 Ordinary Shares are expected to be issued between the date of this Notice and the date of the meeting.
11. As at 12 January 2023, the Board had authority to allot up to 12,169,699 Ordinary shares in accordance with Article 36.9.4 of the Articles of Association of the Company, which was insufficient to meet the demand for the Company's shares. In order to facilitate the participation by new and existing shareholders, the founding shareholders who would otherwise have been unable to participate in the funding round, agreed to wait for additional authority from shareholders before subscribing for additional shares.
12. Four of the founding shareholders have committed to subscribing for an additional 733,333 Ordinary shares each, at a price of 7.5 pence per share.
13. The Company will publish details of any further issuance of shares on its website at www.aberdeenminerals.com.
14. 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 Ltd
To be held at 12:00 noon on 3 February 2023**

Number of shares

I/We

Of

hereby appoint

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 3 February 2023 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.	To receive and adopt the Directors' Report and the Financial Statements for the year ended 31 March 2022.				

2.	To authorise the disapplication of pre-emption rights in accordance with Article 36				
----	-------------------------------------------------------------------------------------	--	--	--	--

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 their proxy to exercise all or any of their 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 their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
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 overleaf, the Chair of the Meeting will act as your proxy and will vote on your behalf in accordance with your instructions overleaf. 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 1 February 2023. 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.