
STRATEGIC MINERALS CORPORATION NL

ACN 008 901 380

NOTICE OF GENERAL MEETING

TIME: 11:00am EST

DATE: 28 August 2018

PLACE: Hall Chadwick QLD
Training Room
Level 4
240 Queen Street
BRISBANE QLD 4000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9426 0666.

CONTENTS PAGE

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	4
Glossary	7
Proxy Form	8

IMPORTANT INFORMATION

Time and place of meeting

Notice is given that the Meeting will be held at 11:00am EST on 28 August 2018 at:

Hall Chadwick QLD
Training Room
Level 4
240 Queen Street
BRISBANE QLD 4000

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am EST on 26 August 2018.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR LAIF ALLEN MCLOUGHLIN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of section 250V(1)(c) of the Corporations Act and for all other purposes, Laif McLoughlin, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, is re-elected as a Director."

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JAY RICHARD STEPHENSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of section 250V(1)(c) of the Corporations Act and for all other purposes, Jay Stephenson, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, is re-elected as a Director."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – LINDSAY BROWN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Lindsay Brown, a person nominated to be appointed a Director, is elected as a Director."

DATED: 27 JULY 2018

BY ORDER OF THE BOARD



JAY STEPHENSON
NON-EXECUTIVE DIRECTOR AND COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND

1.1 Spill resolution

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

1.2 Spill meeting

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting unless within that time period none of the company's directors who are prescribed to cease to hold office remain as directors of the company.

All of the directors of the company who were in office when the directors' report as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company (**Vacating Directors**), will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

1.3 Determination of directors

Following the Spill Meeting those persons whose re-election or election as directors of the company is approved will be the directors of the company and commence to hold office at the end of the Spill Meeting.

The Corporations Act includes provisions (section 250X) to ensure a company will have at least 3 directors after the Spill Meeting in the event insufficient resolutions are passed by the requisite majority and would otherwise result in a company having fewer than 3 directors following the Spill Meeting.

The persons taken to have been appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution for their appointment.

If 2 or more persons have the same percentage of votes favouring their appointment, the director or directors who hold office apart from the operation of section 250X of the Corporations Act may choose the person taken to be appointed and such person is deemed to have a higher percentage of votes. A person taken to have been appointed because of such a choice must have their appointment confirmed at the company's next annual general meeting

and if the appointment is not confirmed the persons ceases to be a director of the company at the end of that annual general meeting.

1.4 Term of office

For the purposes of determining the length of time in office for future retirements by rotation, a Vacating Director who is re-elected at a Spill Meeting is considered to have been in office from the time of their previous election (i.e. his or her term of office runs as if the cessation and appointment at the Spill Meeting had not happened).

2. APPLICATION TO THE COMPANY

At the Company's previous two annual general meetings, respectively held on 30 May 2017 and 30 May 2018, at least 25% of the votes cast on the remuneration report resolution were voted against adoption of the remuneration report.

A Spill Resolution was put to vote at the second of those annual general meetings and more than 50% of votes cast were in favour of the Spill Resolution.

Consequently, the Company is required to convene a Spill Meeting on or before 28 August 2018 unless within that time period none of the Vacating Directors remain as directors of the Company.

The Vacating Directors are Laif McLoughlin and Jay Stephenson and as at the date of this Notice each remains in office. The Vacating Directors will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Mr Darren Fooks did not hold office at the time of the previous Directors' report as included in the Company's annual financial report and therefore does not stand for re-election. In accordance with clause 14.4 of the Company's Constitution, Mr Fooks will stand for re-election at the Company's next annual general meeting. Mr Christopher Wallin has resigned from the Board and therefore does not stand for re-election.

The business of the Meeting is to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

3. RESOLUTIONS 1 AND 2 – RE-ELECTION OF DIRECTORS

Resolutions 1 and 2 concern the re-election of the Vacating Directors.

The background and qualifications of each Vacating Director has previously been disclosed in the directors' report as included in the Company's 2017 annual report for the year to 31 December 2017.

4. RESOLUTION 3 – ELECTION OF DIRECTOR

On 26 July 2018, the Company received a nomination from a Shareholder of the Company for the appointment of Mr Lindsay Brown as a Director.

Notwithstanding that the nomination did not technically comply with the requirements for proposing a resolution at a general meeting of Shareholders, the Company has elected to include a resolution for the appointment of Mr Brown to the Board to ensure that Shareholders have the opportunity to vote on his appointment. Any future nominations received from Shareholders will need to

comply with the relevant provisions of the Corporations Act 2001 and the Company's Constitution.

A copy of the nomination is set out in the Schedule to this Notice.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on (+61 8) 9426 0666.

GLOSSARY

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Strategic Minerals Corporation NL (ACN 008 901 380).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE – NOMINATION OF DIRECTOR

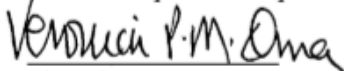
25th June 2018

Mr Jay Stephenson
The Company Secretary
Strategic Minerals Corporations N.L.
283 Rokeby Road
SUBIACO WA 6008

Dear Sir,


I ~~VERONICA P.M. OMA~~ nominate Lindsay Brown to be a director of Strategic Minerals Corporations N.L.

Mr Brown is a Chartered Accountant with 36 years experience, including establishing his own practice in 1984. Mr Brown advises clients in matters relating to management, company structuring, strategic direction and taxation. He has also served as a public company director of an ASX-listed company, as well as a director of unlisted public companies and a number of private companies


Signed

I hereby accept the nomination as a director of Strategic Minerals Corporations N.L.

Yours sincerely,



Lindsay Brown

PROXY FORM

STRATEGIC MINERALS CORPORATION NL
ACN 008 901 380

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00am EST, on 28 August 2018 at Hall Chadwick, Training Room, Level 4, 240 Queen Street, Brisbane QLD 4000, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of Resolutions 1 and 2. The Chair intends to vote undirected proxies against Resolution 3. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Director - Laif McLoughlin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Jay Stephenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Lindsay Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Strategic Minerals Corporation NL, 283 Rokeby Road, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 6141 3599; or
 - (c) email to the Company at julia@wolfstargroup.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.