



***Strategic
Minerals
Corporation N.L.***

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ABN 35 008 901 380

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22 April 2004

ASX Online Announcements
Australian Stock Exchange
Sydney, NSW

Notice of Annual General Meeting 21 May 2004

Attached is the Notice of the AGM together with Information Memorandum and Proxy Form.

The Notice was mailed to shareholders on 19 April 2004.

By Order of the Board

Gerard Tonks
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Strategic Minerals Corporation NL will be held at the Royal Kings Park Tennis Club, Kings Park Road, West Perth, Western Australia on Friday 21st May 2004 at 10.00 am.

The Information Memorandum and the Proxy Form accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting.

AGENDA

Ordinary Business

1. FINANCIAL STATEMENTS AND REPORTS FOR 2003

The Directors shall cause to be laid before the Annual General Meeting the annual financial report of the Company, Directors' Statement and Report, and Auditor's Report for the financial year ended 31st December 2003

To consider and if thought fit to pass, the following resolutions:

2. RE-ELECTION OF DIRECTORS *(as ordinary resolutions)*

2.1 R.D. Bartsch

That Mr Bartsch who retires in accordance with Article 12.4 of the Articles of Association of the Company and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

2.2 C. Bigeard

That, Mr Bigeard, who retires by rotation pursuant to Article 12.2 of the Articles of Association of the Company and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

3. RATIFY SHARE ISSUE *(as an ordinary resolution)*

3.1 That in accordance with Listing Rule 7.4.2 of the ASX the shareholders ratify the allotment and issue in December 2003 and January 2004 of 8,062,000 fully paid ordinary shares in the capital of the Company at an issue price of 30 cents per share as set out in the attached Information Memorandum.

PERSONS ELIGIBLE TO VOTE

In accordance with Section 1109N of the Corporations Act the Directors have decided that the persons who are eligible to vote will be those people who are registered shareholders as at 5.00 pm on 19th May 2004.

PROXIES

Shareholders of the Company entitled to attend and vote at the Annual General Meeting are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf, who need not be members of the Company. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

Shareholders are referred to the Proxy Form for a description of the procedures which they should follow to appoint an individual to act as proxy to represent them at this meeting.

Proxy forms must reach the registered office of the Company at Level 1, 173 Mounts Bay Road, Perth, Western Australia, 6005 (P.O. Box 66, Floreat Forum, Western Australia, 6014), at least 48 hours prior to the meeting. For the convenience of shareholders, a proxy form is enclosed.

By order of the Board

G A Tonks
Company Secretary

Perth, Western Australia
16 April 2004

INFORMATION MEMORANDUM

The following information is provided to shareholders of Strategic Minerals Corporation NL ("Company") in connection with the business to be conducted at the Annual General Meeting of shareholders to be held at 10.00am on Friday 21st May 2004 at the Royal Kings Park Tennis Club, West Perth.

1. FINANCIAL STATEMENTS AND REPORTS FOR 2003

Shareholders will have been provided with the financial statements of the Company for the financial year ended 31 December 2003 at the same time as they receive the Notice of Annual General Meeting and this Information Memorandum.

2. RE-ELECTION OF DIRECTORS (*as ordinary resolutions*)

Article 12.4 of the Articles of Association of the Company provides that when a Director is appointed by the Board to fill a casual vacancy or as an addition to the existing Directors, he shall retire at the next general meeting following his/her appointment. Such a Director is then eligible for re-election. Mr Roland Bartsch was so appointed and retires as required. Mr Bartsch is eligible to be re-elected and has consented to offer himself for re-election at this Annual General Meeting.

Article 12.2 of the Articles of Association of the Company provides that one third of the Directors must retire at every Annual General Meeting of the Company. One director is one third and Messrs C Bigeard and B Fehlberg who are the longest serving Directors have decided by lot that Mr Bigeard should retire. However, Mr Bigeard is eligible to be re-elected and has consented to offer himself for re-election at this Annual General Meeting.

3. RATIFY SHARE ISSUE (*as an ordinary resolution*)

As stated above, ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities, or other securities with rights to conversion to equity, if the nominal value of those securities when aggregated with the nominal value of any other securities of the same class which it has issued during the previous 12 months exceeds 15% of the nominal capital of the same class of securities on issue at the commencement of that 12 month period, except where the securities are issued with the prior approval of the Company in general meeting.

Where the members of a Company in general meeting ratify a previous issue of equity securities made without prior approval, that ratification has the effect that the securities in question are treated as having been issued with approval for the purposes of Listing Rule 7.1.

The Directors have, within the last 12 months, issued 8,062,000 ordinary fully paid shares as referred to in resolution 3. These issues have allowed the Company to raise an additional \$2,418,600 for further exploration drilling at the Company's Woolgar gold project in Queensland and for additional working capital. Approval of resolution 3 will refresh the Directors' powers to issue equity security under Listing Rule 7.1.

In compliance with Listing Rule 7.3, the following information is provided regarding resolution 3:

- (a) the Directors allotted a total of 8,062,000 fully paid ordinary shares;
- (b) the allotments occurred on 11th December 2003 and the 21st and 29th January 2004;
- (c) the shares were issued at a price of 30 cents per share fully paid;
- (d) the identity of the allottees and the number of shares allotted and issued are as follows:

| Shareholder | Number of Shares |
|---|-------------------------|
| ANZ Nominees Ltd, Melbourne | 225,000 |
| Banco Santander Central Hispano (Suisse) SA | 200,000 |
| HSBC Republic Bank (Suisse) | 567,000 |
| E Gutzwiller & CIE, Banquiers | 700,000 |
| ANZ Nominees Ltd., Melbourne | 1,070,000 |
| National Nominees Ltd., Melbourne | 300,000 |
| Westpac Custodian Nominees Ltd., Sydney | 5,000,000 |
| | |

- (e) the shares rank pari passu with the existing issued shares in the Company;
- (f) the Company raised a total of \$2,418,600. The funds are being used to provide working capital, including funds for exploration and development of the Company's projects.

Voting exclusion statement – *The Company will disregard any votes cast on this resolution by any of the allottees to whom the shares were issued and any associates of the allottees. The Company will not be required to disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with specific directions on the proxy form, or where the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a specific direction on the proxy form.*

PROXY FORM

The Company Secretary
Strategic Minerals Corporation NL
P O Box 66
FLOREAT FORUM
Western Australia 6014
Facsimile: (08) 9322 1258

I/We _____

being a shareholder(s) of Strategic Minerals Corporation NL hereby appoint

_____ of _____

or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Royal Kings Park Tennis Club, Kings Park Road, West Perth, Western Australia on Friday 21st May 2004 at 10.00 am (and at any adjournment thereof) in the manner indicated below or in the absence of an indication, as he/she thinks fit.

The Chairman intends to vote undirected proxies in favour of the resolutions.

If you do not wish to direct your proxy how to vote, please place an "X" in this box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

INSTRUCTIONS AS TO VOTING

| | <i>For</i> | <i>Against</i> | <i>Abstain</i> |
|--|--------------------------|--------------------------|--------------------------|
| 1. Financial Statements and Reports (<i>does not require a shareholders' resolution</i>) | | | |
| Ordinary Resolutions | | | |
| 2.1 Re-election of Mr R D Bartsch as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.2 Re-election of Mr C Bigeard as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ratify share issue – allot and issue 8,062,000 fully paid ordinary shares at an issue price of 30 cents per share | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

As witness my hand this _____ day of _____ 2004.

If the shareholder is an Individual:

Signed by the said _____

In the presence of _____

If the shareholder is a Company:

THE COMMON SEAL of the above)
mentioned shareholder was duly)
affixed in accordance with its)
Constitution in the presence of:)

Director/Sole Director and Secretary

Director/Secretary

Proxies

1. Companies and incorporated bodies must sign under seal or by duly authorised power of attorney.
2. The proxy must be clearly marked in the case of a company with a sole director and sole secretary.
3. A member may appoint not more than two proxies, who need not be members of the company. Where a member appoints two proxies the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights.
4. The proxy form and power of attorney or other authority (if any) under which the proxy form is signed (duly stamped where necessary), or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, must be deposited at or sent by facsimile transmission to the registered office of the Company at Level 1, 173 Mounts Bay Road, Perth, Western Australia, 6005 (P.O. Box 66, Floreat Forum, Western Australia, 6014) (or by facsimile – in Australia 08 9322 1258 or internationally +61 8 9322 1258), no later than 48 hours prior to the time of commencement of the general meeting as is specified in the notice convening the meeting.