

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 20th May 2005 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 2004

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 2004.

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

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

2.1 B. Fehlberg

That Mr Fehlberg 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.

2.2 C. Guerre

That, Mr Guerre, 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.

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 18th May 2005.

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
15 April 2005

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 20th May 2005 at the Royal Kings Park Tennis Club, West Perth.

1. FINANCIAL STATEMENTS AND REPORTS FOR 2004

Shareholders will have been provided with the financial statements of the Company for the financial year ended 31 December 2004 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 12.2 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. Two directors are one third and Messrs C Guerre and B Fehlberg, who are the longest serving Directors, retire. However, both Mr Guerre and Mr Fehlberg are eligible to be re-elected and have consented to offer themselves for re-election at this Annual General Meeting.

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 those persons. The Company will not be required to disregard a vote if it is cast in accordance with directions on a proxy form and is given by a person who is entitled to vote, 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 direction on the proxy form to vote as the Chairman decides.

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 20th May 2005 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>)			
<i>Ordinary Resolutions</i>			
2.1 Re-election of Mr B Fehlberg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2 Re-election of Mr C Guerre as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my hand this _____ day of _____ 2005.

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, Horeat 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.