StratMin Global Resources plc

("Stratmin" or the "Company")

Proposed Acquisition of Graphmada

Proposed Waiver of Rule 9 of the Takeover Code

Proposed Placing of Convertible Loan Notes

Share Consolidation

and

Notice of General Meeting Notice

Key Points:

- Stratmin Global Resources plc, the natural resource investment company focused on graphite mining and exploration, is to acquire the remaining 85 per cent. of shares in Graphmada Equity Pte Ltd not already owned by the Company;

- £25.5 million consideration for the acquisition, to be satisfied through the issue of 510,000,000 new ordinary shares of 0.4p each at a price equivalent to 5p per share;

- consideration shares represent 84.9 per cent. of the share capital of the Company as enlarged by the Acquisition;

- placing of 30,060,000 Convertible Loan Notes of 5p, raising £1,503,000 before expenses; and

- creation of UK's largest quoted graphite miner, with phased production ramp up scheduled over the next two quarters.

Stratmin Global Resources plc (AIM: STGR), the natural resource investment company focused on graphite mining and exploration, is pleased to announce the posting of a shareholder circular ("Circular") in connection with the proposed acquisition of the remaining 85 per cent. of shares in Graphmada not already owned by the Company for a consideration of £25.5 million, to be satisfied through the issue of 510,000,000 Existing Stratmin Shares at 5p per Existing Stratmin Share, representing 84.9 per cent. of the share capital of the Company as enlarged by the Acquisition. Completion of the Acquisition is subject to the prior approval of Shareholders which will be sought at the General Meeting.

Gobind Sahney, Chairman of Stratmin, commented: "*This acquisition has the potential to transform Stratmin into a resource company with a major, strategic asset in a fast growing industry. The acquisition of Graphmada's world-class Madagascan graphite project offers our shareholders unique access to an important commodity with an increasing global demand. With a limited number of graphite companies near production stage and most requiring substantial capital investment, our* *ability to take ownership of an operating minesite and JORC-compliant resource enables Stratmin to become a significant player in the high-quality graphite market."*

In addition, the Company also announces that it has conditionally placed 30,060,000 convertible loan notes of 5 pence each with an aggregate value of £1,503,000, raising approximately £1.5 million before expenses.

The Notes are unsecured and will be issued in two tranches. Tranche 1 will be for £1,003,000 and, subject to prior conversion or redemption, will be repayable on 7 June 2018. Tranche 2 will be for £500,000 and, subject to prior conversion or redemption, will be repayable on 8 July 2018 (together the "Maturity Dates").

Interest will accrue on the Notes at 10 per cent. per annum until redemption or conversion and will be added to the principal of the Notes every six months in arrears and shall not be paid out in cash. If not converted beforehand, the Notes, together with accrued interest, will be repayable in cash on an event of default or on the relevant Maturity Dates.

The principal amount of the Notes and any accrued interest are convertible at the option of the Noteholder into Existing Stratmin Shares at 5p per Existing Stratmin Share (or 50p per Stratmin Share following the proposed Share Consolidation). The Notes are also convertible at the option of the Company into 50,100,000 Existing Stratmin Shares (or 5,010,000 new Stratmin Shares following the proposed Share Consolidation), representing 7.7 per cent. of the issued share capital of the Company as enlarged by the Acquisition and the conversion.

Conversion of the Notes into Existing Stratmin Shares or Ordinary Shares (as applicable) automatically entitles the Noteholder to receive one CLN Warrant for each Existing Stratmin Share or Ordinary Share (as applicable) issued as a result of the conversion of the principal amount of the Note. Each CLN Warrant will entitle the holder to subscribe for one Existing Stratmin Share at an exercise price of 5p per Existing Stratmin Share (or one Ordinary Share at an exercise price of 50p pursuant to the Share Consolidation) at any time within three years of the date of issue of the warrants. Full conversion of the Notes will result in the issue of 3,006,000 CLN Warrants (as consolidated pursuant to the Share Consolidation).

To carry out the proposed changes to the Stratmin share capital, resolutions will also be put to Stratmin Shareholders to authorise the Directors to allot, and to waive pre-emption rights in respect of, the Consideration Shares, the shares arising on conversion of the Notes and exercise of the CLN Warrants, plus a further 5,503,000 Existing Stratmin Shares in respect of warrants issued in connection with the Placing ("Placing Warrants" and together the "Warrant Shares") and additional Existing Stratmin Shares of up to 8.6% of the enlarged share capital for further possible placings including existing management options ("Additional Shares").

The Board of Stratmin is not changing as a result of the Acquisition. However, the Acquisition, if completed, will result in Stratmin becoming an operating company instead of an investing company, and will constitute a reverse takeover under AIM Rules for Companies. The Acquisition is therefore subject to the approval of Stratmin Shareholders at a General Meeting of the Company to be held at the offices of Speechly Bircham LLP, 6 New Street Square, London, EC4A 3LX at 11.00 a.m. on 28 January 2013.

A Resolution to effect a consolidation of the Existing Shares through the consolidation of every ten Existing Stratmin Shares of 0.4p each into one Stratmin Share of 4p each will also be put to Stratmin Shareholders at the General Meeting. Following the Share Consolidation, the number of shares to be allotted and the exercise price on a conversion of the Notes as well as the exercise price of the CLN Warrants will be adjusted in line with the Share Consolidation.

Finally, as a result of the Consideration Shares to be allotted to the Vendors pursuant to the Acquisition, the Company is seeking a waiver of Rule 9 of the Takeover Code, which would otherwise require the Graphmada Concert Party, comprising the existing shareholders in Graphamada, to make an offer to acquire those Ordinary Shares that they do not own.

The Circular serves both as the admission document required by the AIM Rules and as a whitewash circular under the Takeover Code. Following the publication of the Circular, the suspension from trading of the Existing Stratmin Shares is expected to be lifted at 7.30 on 11 January 2013.

Expected timetable of principal events

Latest time and date for receipt of Forms of Proxy in respect of the GM	11.00 a.m. on 24 January 2013
Time and Date of the General Meeting	11.00 a.m. on 28 January 2013
Completion of the Acquisition	28 January 2013
Admission to trading of new Stratmin Shares and dealings in the Enlarged Share Capital to commence on AIM and CREST accounts expected to be credited in respect of Stratmin Shares	8.00 a.m. on 29 January2013
Despatch of definitive share certificates in respect of Notes and Consideration Shares	4 February 2013

General Meeting

The Circular also includes a notice of a general meeting, to be held at the offices of Speechly Bircham LLP, 6 New Street Square, London, EC4A 3LX at 11.00 a.m. on 28 January 2013. The Resolutions which will be put to Shareholders at the GM are as follows:

Resolution 1 will be proposed as an ordinary resolution and seeks to approve the Share Consolidation.

Resolution 2 will be proposed as an ordinary resolution and seeks to approve the Acquisition.

Resolution 3	will be proposed as an ordinary resolution to authorise the Directors to allot the Consideration Shares, the Warrant Shares and the Additional Shares.
Resolution 4	the Whitewash Resolution, will be proposed as an ordinary resolution and seeks to approve the waiver of the obligation contained in Rule 9 of the Takeover Code. Resolution 4 will be conducted by way of a poll and may only be voted on by Independent Shareholders.
Resolution 5	will be proposed as a special resolution and seeks to empower the Directors to disapply statutory pre-emption rights to allot the Consideration Shares, the Warrant Shares and the Additional Shares. This authority shall expire at the conclusion of five years from the date of the GM.

Save for Resolution 1, none of the Proposals will be implemented unless all of the Resolutions are passed and become unconditional in accordance with their terms (save as to matters which involve interconditionality).

Key Statistics (assuming the Share Consolidation takes place)

Closing Price per Ordinary Share on 8 November 2012 (last day prior to suspension)	5.0p
Number of Existing Ordinary Shares in issue prior to the Share Consolidation	90,609,977
Number of Stratmin Shares in issue after the Share Consolidation	9,060,998
Implied price of the Consideration Shares	£25.5 million
Number of consolidated Stratmin Shares being issued pursuant to the Acquisition	51,000,000
Enlarged Share Capital on Admission	60,060,998
Consideration Shares as a percentage of the Enlarged Share Capital	84.9%
Maximum number of consolidated Stratmin Shares to be issued on full conversion of the Convertible Loan Notes	5,010,000
Number of Stratmin Shares in issue following the Share Consolidation, the Acquisition and full conversion of the Convertible Loan Notes	65,070,998
Maximum number of Stratmin Shares issued on full conversion of the Loan Notes as a percentage of the enlarged issued share capital	7.7%

Number of Warrants in issue following Admission and conversion of Convertible Loan Notes	3,658,800
ISIN Number following Admission	GB00B9276C59

Recommendation

Jeffrey Marvin, Managing Director, is a member of the Graphmada Concert Party. Accordingly, Mr Marvin is considered to have a conflict of interest which prevents him from expressing his views on the merits of the Acquisition and thus accepts no responsibility for the views of the Independent Directors on the Acquisition. In addition, Mr Premraj, a member of the Graphmada Concert Party, has an interest in 13,577,631 Existing Stratmin Shares representing 15.0 per cent. of the issued share capital of Stratmin. Accordingly the Acquisition is deemed to be a Related Party Transaction under the AIM Rules for Companies.

The Independent Directors, who have been so advised by Libertas, consider that the terms of the Acquisition and the Waiver are fair and reasonable and in the best interests of the Company and the Stratmin Shareholders as a whole. Accordingly, the Independent Directors unanimously recommend that Shareholders vote in favour of the Resolutions necessary to approve and implement the Acquisition as they intend to do in respect of their own beneficial holdings of 310,000 Existing Stratmin Shares, representing approximately 0.3 per cent. of the existing issued share capital.

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Introduction

On 9 November 2012, the Company announced that it had agreed, subject to shareholder approval, to acquire the entire issued and to be issued share capital of Graphmada that it does not already own. The consideration for the Acquisition will be £25.5 million, to be satisfied by the issue, credited as fully paid, of 510,000,000 Existing Stratmin Shares to the Graphmada Shareholders at 5 pence per Existing Stratmin Share, representing 84.9 per cent. of the share capital of the Company as enlarged by the Acquisition.

In addition, the Company also announces that it has conditionally placed 30,060,000 Convertible Loan Notes of 5 pence each with an aggregate value of £1,503,000, raising in aggregate £1.5 million before expenses.

The Acquisition, if completed, will result in Stratmin becoming an operating company instead of an investing company, and will constitute a reverse takeover under AIM Rules for Companies. The Acquisition is therefore subject to the approval of Stratmin Shareholders at a General Meeting of the Company to be held at the offices of Speechly Bircham LLP, 6 New Street Square, London, EC4A 3LX at 11.00 a.m. on 28 January 2013. A Resolution to effect the Share Consolidation through the consolidation of every 10 Existing Stratmin Shares of 0.4p each into one Stratmin Share of 4p each will also be put to Stratmin Shareholders at the General Meeting.

Background to and reasons for the Acquisition

The Company's stated investment policy is to make investments in meaningful ownership positions of operating companies and assets that have potential for significant value growth in the natural resource and extractive industries, whose value can be enhanced with the Company's capital and expertise, and realise gains that are a multiple of the investment. Any prospective investment will be assessed with a focus toward near term production and cash flow potential.

The Directors believe the acquisition of Graphmada to be ideally suited to the Company's stated investment policy. Having reviewed the deposits and associated processing plant and assessed their potential value, the Directors consider the Acquisition to be in the best interests of the Company and offer the potential for growth in shareholder value, for a number of reasons:

- the deposits contain a 5.7 million tonne JORC standard inferred and indicated resource containing an estimated graphite resource of 234,659 tonnes;

- additional exploration upside exists by upgrading both the indicated and inferred resource through further exploration and drilling;
- mineralisation is predominantly coarse flake graphite allowing for simplified processing and generating a product which commands premium pricing;
- the completed graphite production plant at full capacity has the potential to produce 12,000 tpa of high grade flake graphite;
- the assets are close to paved road and port infrastructure;
- the cost structure is low, which the Directors believe gives the Company a competitive advantage; and
- the Directors believe there is good visibility for revenue generation from near term production and sale of graphite.

Background information on Graphmada

Graphmada is a privately owned Singapore registered company with nine shareholders, including Stratmin. It was formed on 7 March 2011 in order to acquire the entire issued share capital of Graphmada Madagascar. The founding shareholders comprised of two companies: Consolidated Resources Pte Limited and Viking Investment Limited. Mr Caralapati Raghairah Premraj is the main shareholder (baring one token share held by Srirekam Kesava Purushotham) in Consolidated Resources Pte Limited and Marius Pienaar is the sole shareholder of Viking Investment Limited.

Graphmada Madagascar is an advanced stage graphite mining company with operations in Madagascar. The Republic of Madagascar hosts some of the highest quality flake graphite deposits in the world. Graphmada Madagascar holds two exploitation permits located in eastern Madagascar 15 km west of the coast and 20km south west of Brickaville. The permits were issued to it by the Bureau du Cadastre Minier de Madagascar.

Exploitation Permit No 26670, referred to as the Loharano Licence, extends over 32 mining squares of 625m by 625m. The permit was granted on 21 January 2008 for a period of 40 years. The plant built by Graphmada Madagascar is located on one of these squares. The Competent Persons Report pertains to only half, or the northern block, of the licence area. A certificate from the BCMM certifying the transformation of the size of the 32 mining squares covered by Exploitation Permit No 26670, dated 24 April 2012, was issued in the name of Graphmada Madagascar.

The second exploitation Permit No 24730, known as the Antsirabe Licence, covers an area of 16 mining squares of 625m by 625m and was granted on 5 March 2007 for a period of 40 years.

Graphmada Madagascar has completed the construction of the graphite processing plant at the Loharano Graphite Project, where a plant has been commissioned and is now in a phased production ramp up scheduled over the next two quarters and trial production of graphite at the site is proceeding. This plant has been designed to produce approximately 12,000 tonnes of processed graphite per annum at full capacity. Stratmin has been working closely with the Graphmada team's proposed development timelines to meet their production objectives.

Loharano Graphite Project

The Loharano Graphite Project is held by Graphmada Madagascar, a company established in Madagascar for the purpose of the mining and beneficiation of natural crystalline flake graphite, in an area located in eastern Madagascar some 15 km west of the coast and 20 km south west of the town Brickaville. This area is particularly well known for its high-quality flaky graphite. The graphite is extremely pure (up to 99 per cent. carbon) and occurs in the form of disseminated graphite flakes within the Proterozoic gneissic host rock, which is probably of sedimentary origin.

The Directors believe that the Project is well served by local infrastructure. From the major port city, Toamasina, access to the mine is gained via the main paved road leading from Toamasina to the capital, Antananarivo. This road is followed from Toamasina in a southerly direction. At about 110 km by road, the road leads through Brickaville and, a further 17.4 km south of Brickaville, the turn-off to the mine is to the left where it is marked with a large sign.

The closest railroad access is from Brickaville northwards to the harbour city of Toamasina, which is the nearest export harbour. The common form of transporting the Graphite for export shipment is by container on a truck over the main paved highway.

The port of Toamasina handles 90 per cent. of Madagascar's container traffic and more than 80 per cent. of all trade traffic. The recently commissioned Ambatovy nickel and cobalt project located near the port expects to export approximately 275,000 tonnes of refined nickel, refined cobalt, and ammonium sulphate fertiliser every year from the port of Toamasina.

The Directors plan to establish a beneficiation facility. By beneficiating the graphite to higher grades of carbon, it is possible to achieve a higher sale price. Beneficiation requires the use of a high temperature oven to remove impurities from the Graphite. Funds in the capital expenditures post Admission are designated for the beneficiation facility.

Strategy and future prospects of the Enlarged Group

The strategy of the Enlarged Group is to focus on the graphite mining sector through the development of Graphmada's existing Loharano Graphite Project, in order to generate significant revenues for the Company. The Company will continue to review and consider other opportunities in strategic minerals that are supplementary and complementary to the business.

In addition, the Company intends to carry out further exploration of Graphmada's Loharano and Antsirabe Licences in Madagascar and to review other opportunities which may arise in the graphite sector in Madagascar and other regions.

Graphmada has entered into the One Vision Agreement with One Vision, which will provide full mining services to operate the Loharano Graphite Project.

Share Consolidation

The Existing Stratmin Shares currently have a nominal value of 0.4 pence. When trading in the Existing Stratmin Shares was suspended on 9 November 2012, the price per Existing Stratmin Share was 5 pence. It is proposed that, pursuant to the Share Consolidation, every 10 Existing Stratmin Shares of 0.4 pence in issue at 5.00 p.m. on 28 January 2013, or such other time and date as the Directors may determine, will be consolidated into 1 Ordinary Share of 4 pence each in the capital of the Company. Resolution 1 will effect the Share Consolidation.

Principal terms of the Acquisition

The Company has conditionally agreed to acquire the entire issued and to be issued share capital of Graphmada that it does not already own. The consideration for the Acquisition is £25.5 million to be satisfied by the issue, credited as fully paid, of 510,000,000 Existing Stratmin Shares (or 51,000,000 Ordinary Shares after the Share Consolidation) to the Graphmada Shareholders at the Placing Price, representing 84.9 per cent. of the Enlarged Share Capital. The Graphmada Shares will be acquired with full title guarantee and free from all liens, charges and encumbrances and together with all rights attaching to them at Completion, including the including the right to receive all dividends and other distributions declared, paid or made after Completion.

Details of the Placing

On Admission and after the Acquisition and the Share Consolidation, the Company will have 60,060,998 Ordinary Shares in issue and a market capitalization of approximately £30 million at the Placing Price. The Placing comprises the issue of 30,060,000 Convertible Loan Notes of 5 pence each with an aggregate value of £1,503,000, raising in aggregate £1.503 million before expenses.

The Notes are unsecured and will be issued in two tranches. Tranche 1 will be for £1,003,000 and, subject to prior conversion or redemption, will be repayable on 7 June 2018. Tranche 2 will be for £500,000 and, subject to prior conversion or redemption, will be repayable on 8 July 2018.

Interest on the Notes will accrue at 10 per cent. per annum and will be added to the principal of the Notes every six months. If not converted beforehand, the Notes, together with the accrued interest, will be repayable in cash on an event of default or on the Maturity Dates.

The Convertible Loan Notes are subject to the usual events of default, including insolvency or breach of the terms of the Convertible Loan Notes.

The Notes are freely transferable.

The principal amount of the Notes and any accrued interest are convertible at the option of the Noteholder into Existing Stratmin Shares at 5p per Existing Stratmin Share (or 50p per Stratmin Share following the proposed Share Consolidation). The Notes are also convertible at the option of the Company into 50,100,000 Existing Stratmin Shares (or 5,010,000 new Stratmin Shares following the proposed Share Consolidation), representing 7.7 per cent. of the issued share capital of the Company as enlarged by the Acquisition and the conversion.

Conversion of the Notes into Existing Stratmin Shares or Ordinary Shares (as applicable) automatically entitles the Noteholder to receive one CLN Warrant for each Existing Stratmin Share or Ordinary Share (as applicable) issued as a result of the conversion of the principal amount of the Note. Each CLN Warrant will entitle the holder to subscribe for one Existing Stratmin Share at an exercise price of 5p per Existing Stratmin Share (or one Ordinary Share at an exercise price of 50p pursuant to the Share Consolidation) at any time within three years of the date of issue of the warrants. Full conversion of the Notes will result in the issue of 3,006,000 CLN Warrants (as consolidated pursuant to the Share Consolidation).

Use of proceeds

The Directors are undertaking the Placing in order to raise sufficient funds for its working capital requirements and to enable the Company to:

- provide for the continuous operation and maintenance of the existing 12,000 tonnes per annum graphite processing facility at the Loharano Graphite Project;
- review expansion opportunities of the graphite processing facility at the Loharano Graphite Project;
- conduct a drilling program within the Loharano Licence area to upgrade the existing resource and also prove up additional graphite resources;
- install an upgraded graphite drying facility at Loharano; and
- acquire additional earth moving equipment.

Admission, settlement and CREST

The Acquisition constitutes a reverse takeover under the AIM Rules and is therefore dependent on the approval of Shareholders being given at the GM. Subject to the passing of the Resolutions the Enlarged Share Capital will be admitted to trading on AIM.

Application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM. Admission of the Enlarged Share Capital to trading on AIM is expected to take place on or around 29 January 2013.

The Notes and the CLN Warrants will not be admitted to trading on AIM or any other exchange. The Notes will be issued to Noteholders against payment, which is expected to take place on 28 January 2013 in respect of Tranche 1, and 28 February 2013 in respect of Tranche 2.

Takeover Code

The members of the Graphmada Concert Party are deemed to be acting in concert for the purposes of the Takeover Code. The Graphmada Concert Party comprises Marthinus (Marius) Johannes Hendrik Pienaar, Mrs Caryl Melissa Jane Pienaar, Caralapati Raghairah Premraj, Jeffrey Royce Marvin, Ghanshyam Champaklal, Srirekam Kesava Purushotham, Mrs Kesava Padmavathi together with certain companies that they control, namely, Consolidated Minerals Pte Limited, Consolidated Resources Pte Limited, Viking Investment Limited, Iron Ox Investments Pte Limited, Loxley Holdings Pte Limited and Adel Global Resources Pte Limited, who are all current shareholders in Graphmada. The Graphmada Concert Party also includes Consolidated Minerals Pte. Limited, a company owned and controlled by Caralapati Raghairah Premraj and which is a current shareholder in Stratmin.

Following the Acquisition and the exercise of options held by the Graphmada Concert Party, the Graphmada Concert Party will together, hold in aggregate 52,836,803 Stratmin Shares, representing 87.3 per cent. of the enlarged share capital, as enlarged by the exercise of such options, which, without a waiver of the obligations under Rule 9 of the Takeover Code, would oblige the Graphmada Concert Party to make a general offer to Shareholders under Rule 9 of the Takeover Code.

The Graphmada Concert Party's existing shareholdings in Stratmin and their proposed interest in the Enlarged Share Capital immediately following Admission are set out in the table below.

Concert Party	Current		On Admission		
	Number of Existing	% of share		Total Stratmin Shares	% of Enlarged

	Stratmin Shares	capital		held on Admission	Issued Share Capital
Caralapati Raghairah Premraj	13,577,631	15.0		16,507,763	27.5
Marthinus (Marius) Johannes Hendrik Pienaar[2]	Nil	Nil		12,150,000	20.2
Mrs Kesava Padmavathi	Nil	Nil		8,100,000	13.5
Mrs Caryl Melissa Jane Pienaar	Nil	Nil		6,900,000	11.5
Ghanshyam Champaklal	Nil	Nil		6,000,000	10.0
Srirekam Kesava Purushotham	Nil	Nil		2,700,000	4.5
Jeffrey Marvin	Nil	Nil		Nil	Nil
Total	**13,577,631**	**15.0**		52,357,763	**87.2**

The Panel has agreed, however, to waive the obligation for the Graphmada Concert Party to make a general offer that would otherwise be required as a result of the Acquisition, subject to the approval (on a poll) of the Independent Shareholders at the General Meeting. Accordingly, the Whitewash Resolution is being proposed at the General Meeting and will be taken on a poll. To be passed, the Whitewash Resolution will require a simple majority of votes entitled to be cast to vote in favour.

Following the Acquisition, the Graphmada Concert Party will hold more than 50 per cent. of the Enlarged Share Capital and for so long as the members of the Graphmada Concert Party continue to be treated as acting in concert, the Graphmada Concert Party may accordingly increase their aggregate interest in shares in the Company without incurring any obligation under Rule 9 to make a general offer, although an individual member of the Graphmada Concert Party will not be able to increase his percentage interests in shares through or between a Rule 9 threshold without the Panel's consent.

Definitions

"Acquisition"	the proposed acquisition by the Company of the entire issued and to be issued share capital of Graphmada under the terms of the Acquisition Agreement
"Acquisition Agreement"	the agreement relating to the Acquisition between Stratmin and the shareholders of Graphmada dated 8 November 2012, conditional on the approval by Stratmin Shareholders at the GM
"Admission"	the admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with the AIM Rules for Companies
"AIM"	a market of the London Stock Exchange
"Antsirabe Licence"	Graphmada's exploitation licence (Permit No. 24730) located near Antsirabe in Eastern Madagascar
"Board"	the board of directors of the Company, including a duly constituted committee of such directors
"Capita Registrars"	a trading name of Capita Registrars Limited
"CLN Warrants"	the warrants to subscribe for Existing Stratmin Shares at 5p per Existing Stratmin Share (or 50p per Ordinary Share following the Share Consolidation), to be issued to the Noteholders in the event that either the Company or the Noteholders elect to convert the Convertible Loan Notes into Ordinary Shares
"Company" or "Stratmin"	Stratmin Global Resources Plc, a company incorporated in England and Wales with company number 05173250
"Completion"	completion of the Acquisition in accordance with the terms of the Acquisition Agreement, including fulfilment or waiver of the Conditions
"Conditions"	the conditions to the Acquisition being inter alia (i) the Resolutions being passed at the General Meeting, and (ii) Admission
"Consideration Shares"	51,000,000 Stratmin Shares to be issued fully paid to the Graphmada Shareholders, equivalent

	to 510,000,000 Existing Stratmin Shares
"Convertible Loan Note Instrument"	the convertible loan note instrument adopted by the Board and dated 9 January 2013
"Directors"	the directors of the Company, being Gobind Sahney, Jeff Marvin and Manoli Yannaghas
"Enlarged Group"	the Company and its subsidiary undertakings as at the date of Admission
"Enlarged Share Capital"	the issued share capital of the Company immediately following Admission, being the Stratmin Shares and the Consideration Shares
"Existing Stratmin Shares"	the 90,609,997 ordinary shares of £0.004 each in the capital of the Company, which will become 9,060,998 ordinary shares of £0.04 pursuant to the Share Consolidation
"General Meeting" or "GM"	the general meeting of the Company to be held at 11.00 a.m. on 28 January 2013
"Graphmada"	Graphmada Equity Pte Limited, a company incorporated and registered in Singapore with company number 201105460D whose registered office is at 3 Raffles Place #07-01, Bharat Building, Singapore, 048617
"Graphmada Concert Party"	together, Marthinus (Marius) Johannes Hendrik Pienaar, Mrs Caryl Melissa Jane Pienaar, Caralapati Raghairah Premraj, Jeffery Royce Marvin, Ghanshyam Champaklal, Srirekam Kesava Purushotham and Mrs Kesava Padmavathi, together with certain companies that they control, namely, Consolidated Minerals Pte Limited, Consolidated Resources Pte Limited, Viking Investment Limited, Iron Ox Investments Pte Limited, Loxley Holdings Pte Limited and Adel Global Resources Pte Limited
"Graphmada Madagascar"	Graphmada Sarl, a company incorporated in the Republic of Madagascar with registered number 14393 11 2006 0 10444, whose registered office is at Lot IVM 104 NK 67 Ha Sud Analamanga, 101 Antananarivo Renivohitra, and is a 99.8 per cent. owned subsidiary of Graphmada
"Group" or "Stratmin Group"	Stratmin and its subsidiaries

"Independent Directors"	Gobind Sahney and Manoli Yannaghas
"Independent Shareholders"	the Shareholders in Stratmin excluding Consolidated Minerals Pte Limited, a company controlled by Mr Caralapati Raghairah Premraj, a member of the Graphmada Concert Party
"Joint Brokers"	Peterhouse and Optiva
"Libertas" or "Nomad"	Libertas Capital Corporate Finance Limited
"Licences"	together, the Loharano Licence and the Antsirabe Licence
"Loharano Graphite Project" or "Project"	Graphmada's principal graphite project located near Loharano in Eastern Madagascar
"Loharano Licence"	Graphmada's exploitation licence (Permit No. 26670) located near Loharano in Eastern Madagascar
"Madagascar"	The Republic of Madagascar
"Noteholder"	a holder of Convertible Loan Notes
"Notes"	£1,503,000 in the nominal amount of 10 per cent. convertible unsecured loan notes, constituted by the Convertible Loan Note Instrument
"One Vision"	One Vision Mineral Processing (PTY) Limited of Unit B2, First Floor, Building 7, Fairways Office Park, Niblick Way, Somerset West, 7130, South Africa
"One Vision Agreement"	the agreement dated 2 November 2012 between Graphmada Madagascar and One Vision relating to the mining and processing of a graphite at the Loharano Graphite Project,
"Optiva"	Optiva Securities Limited
"Panel"	the UK Panel on Takeovers and Mergers
"Peterhouse"	Peterhouse Corporate Finance Limited
"Placing"	the conditional issue of the Notes pursuant to the Placing Agreement
"Placing Price"	the price of 5 pence per Existing Stratmin Share at which the Convertible Loan Notes can be converted into Existing Stratmin Shares in

	accordance with the terms of the Convertible Loan Note Instrument, equivalent to 50 pence per Ordinary Share after the Share Consolidation
“Share Consolidation”	the proposed consolidation of every ten Existing Stratmin Shares into one Stratmin Share
“Sterling” or “£”	the legal currency of the UK
“Stratmin Shares” or “Ordinary Shares”	ordinary shares of £0.04 each in the capital of the Company following the Share Consolidation of the Existing Stratmin Shares
“Stratmin Shareholders” or “Shareholders”	the holders of Existing Stratmin Shares and, following the Share Consolidation, the Stratmin Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
“Waiver”	the waiver of the obligations of the Graphmada Concert Party to make a general offer under Rule 9 of the Takeover Code which may otherwise arise as a consequence of the issue of the Consideration Shares to the Graphmada Concert Party, granted by the Panel conditional upon the approval of the Independent Shareholders voting on a poll
“**Warrant Shares**”	the Ordinary Shares to be issued pursuant to the CLN Warrants and the Placing Warrants
“Whitewash Resolution”	Resolution 4 in the notice of General Meeting