

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your registered holding of Existing Ordinary Shares, please immediately forward this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your registered holding of Existing Ordinary Shares, you should retain this document and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to what action you should take.

The Directors accept responsibility, both individually and collectively, for the information contained in this document. To the best of the knowledge of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Stratmin Global Resources plc

(incorporated in England and Wales under the Companies Act 2006 with registered number 05173250)

PROPOSED CAPITAL REORGANISATION, AMENDMENT TO ARTICLES OF ASSOCIATION, PROPOSED INCREASE OF AUTHORITY TO ALLOT SHARES, DISAPPLICATION OF PRE-EMPTION RIGHTS AND NOTICE OF GENERAL MEETING

This document should be read in conjunction with the accompanying Form of Proxy. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Non-Executive Chairman of the Company which is set out on pages 7-9 of this document, which contains the unanimous recommendation of your Board that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Strand Hanson Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and financial adviser to the Company in relation to the transaction referred to in this document. The responsibilities of Strand Hanson Limited as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any person. Persons receiving this document should note that Strand Hanson Limited will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for advising any other person on the arrangements described in this document. Strand Hanson Limited has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by it for the accuracy of any information or opinions contained in this document or for the omission of any information.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase, acquire or subscribe for any securities.

The General Meeting to consider the Resolutions will be held at the offices of Strand Hanson Limited, 26 Mount Row, London W1K 3SQ, on 6 January 2016 at 10 a.m. The notice convening the General Meeting is set out on pages 10-15 of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's Registrars, Capita Asset Services, by no later than 10 a.m. on 4 January 2016. The Form of Proxy can be delivered by post or by hand to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they choose to do so.

If you have any questions about this document or the General Meeting, or are in any doubt as to how to complete the Form of Proxy, please call Capita Asset Services on 08716640300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Copies of this document will be available free of charge during normal business hours on any week day (except Saturdays, Sundays and public holidays) at the offices of Strand Hanson Limited from the date of this document until the conclusion of the General Meeting. A copy of this document will also be available from the Company's website: www.stratminglobal.com

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Laurie Hunter (<i>Non-Executive Chairman</i>) Brett Boynton (<i>Chief Executive Officer</i>) Shishir Poddar (<i>Executive Director</i>) Jeffrey Marvin (<i>Non-Executive Director</i>) David Premraj (<i>Non-Executive Director</i>)
Company Secretary	Sam Quinn
Registered Office	30 Percy Street London W1T 2DB
Nominated & Financial Adviser	Strand Hanson Limited 26 Mount Row London W1K 3SQ
Broker	Beaufort Securities Ltd 131 Finsbury Pavement London EC2A 1NT
Legal advisers to the Company	Mildwaters Consulting LLP Walton House 25 Bilton Road Rugby, Warwickshire CV22 7AG
Auditors	Welbeck Associates 31 Harley Street London W1G 9QS
Registrars	Capita Asset Services 34 Beckenham Road Beckenham Kent BR3 4TU

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this Document	18 December 2015
Latest time and date for receipt of completed Forms of Proxy	10 a.m. on 4 January 2016
General Meeting	10 a.m. on 6 January 2016
Capital Reorganisation Record Date	5 p.m. on 6 January 2016
Admission and commencement of dealings in the New Ordinary Shares following the Capital Reorganisation	8 a.m. on 7 January 2016
CREST accounts credited with New Ordinary Shares	7 January 2016
Definitive share certificates for the New Ordinary Shares to be dispatched (if appropriate)	By 21 January 2016

Notes:

1. References to time in this document are to London time. In the event that the times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement on a Regulatory Information Service of the London Stock Exchange.

DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy, unless the context requires otherwise:

“Act”	the Companies Act 2006 (as amended)
“Admission”	admission to trading on AIM of the New Ordinary Shares in accordance with the AIM Rules
“AIM”	the AIM Market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published from time to time by the London Stock Exchange
“Articles”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company, as at the date of this document, whose names are set out on page 3 of this document
“Capital Reorganisation”	the proposed sub-division and reclassification of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share, further details of which are set out in paragraph 2 of the letter from the Non-Executive Chairman
“Company”	Stratmin Global Resources plc, a company incorporated in England and Wales with company registered number 05173250
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No 3755)) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations
“Deferred Share(s)”	the deferred shares of 3.99 pence each in the capital of the Company arising from the Capital Reorganisation
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Share(s)”	the 151,149,391 ordinary shares of 4 pence each in the capital of the Company in issue at the date of this document
“Existing Shareholder(s)”	holder(s) of Existing Ordinary Shares
“Form of Proxy”	the form of proxy enclosed with this document for use by holders of Existing Ordinary Shares in connection with the General Meeting
“General Meeting”	the general meeting of the Company to be held at 10 a.m. on 6 January 2016, notice of which is attached to this document
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Share(s)”	the new ordinary shares of 0.01 pence each in the capital of the Company arising from the Capital Reorganisation
“Notice of General Meeting”	the notice of General Meeting set out at the end of this document
“Options”	the outstanding options to purchase ordinary shares of 4 pence each in the capital of the Company
“Record Date”	the record date for the Capital Reorganisation being 5 p.m. on 6 January 2016
“Regulatory Information Service”	a regulatory information service operated by the London Stock Exchange as defined by the AIM Rules
“Resolutions”	the resolutions set out in the Notice of General Meeting in order to give effect to, <i>inter alia</i> , the Capital Reorganisation
“Share Authority Increase”	the proposed increase of authority to allot shares and to disapply pre-emption rights
“Shareholder(s)”	a holder of shares in the Company
“UK”	the United Kingdom of Great Britain and Northern Ireland

**“uncertificated or “in
uncertificated form”**

recorded on the relevant register of the share security concerned as being held in uncertificated form in CREST and title to which, by virtue of the Crest Regulations, may be transferred by means of CREST

“Warrants”

the outstanding warrants to purchase ordinary shares of 4 pence each in the capital of the Company

“£”

the legal currency of the UK

LETTER FROM THE NON-EXECUTIVE CHAIRMAN

Stratmin Global Resources plc

(incorporated in England and Wales under the Companies Act 2006 with registered number 05173250)

Directors:

Laurie Hunter *(Non-Executive Chairman)*
Brett Boynton *(Chief Executive Officer)*
Shishir Poddar *(Executive Director)*
Jeffrey Marvin *(Non-Executive Director)*
David Premraj *(Non-Executive Director)*

Registered office:

30 Percy Street
London
W1T 2DB

18 December 2015

To Shareholders and, for information purposes only, holders of Options and Warrants

Dear Shareholder

**Proposed Capital Reorganisation,
Amendment to Articles of Association,
Proposed Increase of Authority to Allot Shares,
Disapplication of Pre-Emption Rights
and
Notice of General Meeting**

1. General Meeting

This General Meeting will be held at the offices of Strand Hanson Limited, 26 Mount Row, London W1K 3SQ, at 10 a.m. on 6 January 2016. Full details of the meeting and the Resolutions that will be put to Shareholders are set out in the enclosed Notice of General Meeting.

If you cannot come to the meeting in person, your vote is still important and I would urge you to complete, sign and return the enclosed Form of Proxy to be received by 10 a.m. on 4 January 2016 by the Company's registrar, Capita Asset Services. The result of the voting on the Resolutions will be announced via a Regulatory Information Service and posted on the Company's website after the meeting.

We are asking shareholders to approve the Capital Reorganisation and the Share Authority Increase, further details on which are set out below and will be considered at the General Meeting.

2. Background to the Resolutions

The Existing Ordinary Shares have in recent months frequently been trading on AIM at a price below their nominal value of 4 pence per share. The issue of new shares by an English company at a price below their nominal value is prohibited by English company law and accordingly the ability of the Company to raise funds by way of the issue of further equity has been inhibited.

Accordingly the Directors are seeking Shareholders' authority to implement the Capital Reorganisation to create a differential between the nominal value of the ordinary shares in the capital of the Company and their market price to facilitate future share issues.

To give effect to the Capital Reorganisation the Articles will need to be amended to make changes to allow the creation of the Deferred Shares. These amendments will also require Shareholders' approval at the General Meeting.

Capital Reorganisation

As at 17 December 2015, being the latest practicable date prior to the publication of this document, the total issued share capital of the Company was £6,045,975.64 divided into 151,149,391 Existing Ordinary Shares.

It is proposed that in relation to the Company's share capital to effect the Capital Reorganisation, that each of the 151,149,391 Existing Ordinary Shares will be subdivided and reclassified into one New Ordinary Share of 0.01 pence and one Deferred Share of 3.99 pence each.

As a consequence of, and immediately following, the Capital Reorganisation becoming effective each Shareholder's holding of New Ordinary Shares will be the same as the number of Existing Ordinary Shares held by them on the Record Date. Therefore, each Shareholder's proportionate interest in the Company's issued ordinary share capital will, and thus the aggregate value of their holding should, remain unchanged as a result of the Capital Reorganisation.

The New Ordinary Shares will continue to carry the same rights as attached to the Existing Ordinary Shares. The Deferred Shares will carry the rights as set out in the Articles and as summarised below.

The last day of trading on AIM in the Existing Ordinary Shares is expected to be 6 January 2016.

If approved, following the Capital Reorganisation becoming effective, and assuming no shares are issued between 17 December 2015 (being the latest practicable date prior to the printing of this document) and the date the Capital Reorganisation becomes effective (expected to be 10 a.m. on 6 January 2016), the Company's issued ordinary share capital will still comprise 151,149,391 New Ordinary Shares.

If the Capital Reorganisation is approved, the New Ordinary Shares will be admitted to trading on AIM.

No new share certificates representing the New Ordinary Shares will be sent to Shareholders who hold Existing Ordinary Shares in certificated form. Accordingly, share certificates for the Existing Ordinary Shares will remain valid, and will only be replaced by share certificates for New Ordinary Shares when the old share certificates are surrendered for cancellation following the transfer, transmission or other disposal of New Ordinary Shares.

Shareholders who hold their Existing Ordinary Shares in uncertificated form through CREST should expect to see the security description updated for the existing ISIN number (GB00B9276C59), in order to reflect their holding in New Ordinary Shares.

The Deferred Shares created will be effectively valueless as they will not carry any rights to vote or dividend rights. In addition, holders of Deferred Shares will only be entitled to a payment on a return of capital or on a winding up of the Company after each of the holder of a New Ordinary Share has received a payment of an amount equal to the amount paid up on that share after repayment in respect of each New Ordinary Share of the capital paid up on it and the further payment to holders of New Ordinary Shares of £1,000,000 on each New Ordinary Share. The Deferred Shares will not be traded on AIM or listed and will not be transferable other than as specified in the proposed Article 3.3.3.2. No share certificates will be issued in respect of the Deferred Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to Deferred Shares.

In connection with the Capital Reorganisation, the Company also proposes to amend the Articles to include the rights and restrictions attaching to the Deferred Shares, as set out above. The Resolution pertaining to the Capital Reorganisation and associated amendment of the Articles will be proposed as a special resolution, numbered Resolution 2.

Share Authority Increase

The proposed authority to issue New Ordinary Shares for cash on a non-pre-emptive basis is to give the Board flexibility to undertake a future fundraising, when market conditions are appropriate, during the course of 2016 without the financial and time expense of having to convene a further general meeting. The Board is proposing to increase the authority to allot shares and disapply pre-emption rights over a total of 48,000,000 New Ordinary Shares, representing approximately 32 per cent. of the Company's currently issued share capital. When combined with existing unused authorities, and assuming the Resolution is approved, the Board will have authority to allot shares and disapply pre-emption rights over, in aggregate, 42 per cent. of the Company's currently issued share capital. At this point in time, the Board envisions that the net proceeds from any fundraising undertaken pursuant to this authority will be used, in conjunction with part of the cash received and to be received pursuant to the investment agreement with Bass Metals Ltd., to fund immediate capital expenditures and provide for expanded working capital.

In order to conserve cash resources, part of this proposed authority will also be used to settle unpaid cash salaries for certain of the Board and senior management. The price that these New Ordinary Shares will be issued at will be set according to the price that the fundraising referred to above takes place at.

In order to further conserve cash resources, part of this proposed authority will also be used to settle monthly cash salaries coming due in early 2016 for certain of the Board and senior management until the earlier of the exercise of the incentive option granted to Bass Metals Ltd. and 30 April 2016. Please see the Company's announcement dated 4 December 2015 for further information on the transaction with Bass Metals Ltd. including details on the incentive option. These New Ordinary Shares will be issued monthly in arrears and a price determined by the 5-day volume weighted average price (VWAP) prior to the end of each respective month.

Part of the proposed authority will also be used to issue shares due to the Company's Chief Executive Officer, Brett Boynton, pursuant to his employment contract with the Company. Mr. Boynton is due a total of £200,000 in shares, over a two year period, payable in arrears in four six-monthly tranches of £50,000 each at a price of 6 pence per New Ordinary Share. The total number of shares to be issued to Mr Boynton under this arrangement is expected to be 3,333,333.

Finally, the Board also intends to use part of this authority to allot and issue the corresponding number of New Ordinary Shares to certain of the holders of existing Options and Warrants in the event of the exercise of such Warrants and Options, totaling 11,356,250.

The Board is seeking an extension to their authority to issue shares as set out in Resolutions 1 and 3 of the Notice of General Meeting.

3. Related Party Transaction

The issue of New Ordinary Shares to certain of the Board and senior management to settle monthly cash salaries coming due in early 2016 is considered a related party transaction under the AIM Rules. The independent directors (being the Board, save for those receiving New Ordinary Shares in lieu of cash salary) consider, having consulted with Strand Hanson Limited, the Company's nominated adviser, that the terms of the transaction are fair and reasonable insofar as Shareholders are concerned.

4. Irrevocable Undertaking

Consolidated Resources Pte. Limited and Consolidated Minerals Pte. Limited, both entities of which Caralapati Raghairah Premraj is the principal shareholder, and which are represented on the Board by Mr David Premraj, have irrevocably undertaken to the Company to vote in favour of the Resolutions to be proposed at the General Meeting, in respect of the 16,507,763 Existing Ordinary Shares controlled by the two entities, representing approximately 10.9 per cent. of the Existing Ordinary Shares.

Tirupati Carbons & Chemicals Group (P) Limited, which is represented on the Board by Mr Shishir Poddar, has irrevocably undertaken to the Company to vote in favour of the Resolutions to be proposed at the General Meeting, in respect of 1,972,387 Existing Ordinary Shares, representing approximately 1.3 per cent. of the Existing Ordinary Shares.

In aggregate, therefore, the Company has received irrevocable undertakings to vote in favour of the Resolutions in respect of 18,480,150 Existing Ordinary Shares, representing 12.2 per cent. of the Existing Ordinary Shares.

5. Recommendation

The Directors believe that the Capital Reorganisation and the Share Authority Increase are in the best interests of the Company and its Shareholders as a whole and recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate beneficial holdings amounting to 0.8 per cent. of the Existing Ordinary Shares.

Yours sincerely

Laurie Hunter
Non-Executive Chairman

Stratmin Global Resources plc

(Incorporated in England and Wales under number 05173250)

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Stratmin Global Resources plc (the “**Company**”) will be held at the offices of Strand Hanson Limited, 26 Mount Row, London W1K 3SQ, on 6 January 2016 at 10 a.m. to consider and, if thought fit, pass the following Resolutions:

Ordinary Resolution

Resolution 1

THAT, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), in addition to any existing authority (which shall continue in force and effect), the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to and including an aggregate nominal amount of £4,800 in the event Resolution 2 is passed (or £1,920,000 in the event that Resolution 2 is not passed). The authority conferred by this resolution shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the next Annual General Meeting of the Company, save that the Directors may before such expiry, variation or revocation make offer(s) or enter agreement(s) which would or might require shares to be allotted or equity securities to be granted after such expiry, variation or revocation and the Directors may allot shares or grant equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by the resolution has expired, been varied or revoked.

Special Resolutions

Resolution 2

THAT, subject to and conditional on the passing of Resolutions 1 and 3 without amendment and with effect from immediately prior to Admission (as defined in the circular to the Company’s shareholders dated 18 December 2015 of which this notice forms part):

- (a) each of the 151,149,391 ordinary shares of 4 pence each in the capital of the Company (each an “**Existing Ordinary Share**”) that are in issue as at 5.00 pm on 6 January 2016 (or such other time as the Directors may determine) (the “**Record Date**”) be and are hereby subdivided and reclassified into one ordinary share of 0.01 pence having the same rights and being subject to the same restrictions and ranking on the same basis as the Existing Ordinary Shares in the capital of the Company (each a “**New Ordinary Share**”) and one deferred share of 3.99 pence (each a “**Deferred Share**”), having the rights and being subject to the restrictions attaching to Deferred Shares in accordance with the amendments to the Articles of Association of the Company as set out in part (b) of this resolution.
- (b) the Articles of Association of the Company be and are hereby amended as follows:
 1. Article 3.1 be deleted and the following substituted in lieu thereof:

“3.1 The Company’s shares at the date of adoption of these Articles are:
3.1.1 ordinary shares of 0.01p each (“**Ordinary Shares**”); and
3.1.2 deferred shares of 3.99p each (“**Deferred Shares**”).”
 2. Article 3 be amended by the addition after Article 3.2 of Article 3.3 as follows:

“3.3.1 The rights of and restrictions affecting the Deferred Shares are as set out in this Article 3.3.
3.3.2 A Deferred Share:
3.3.2.1 does not entitle its holder to receive any dividend out of the profits of the Company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein;
3.3.2.2 does not entitle its holder to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat;

- 3.3.2.3 entitles its holder on a distribution of assets or return of capital on a winding up or other return of capital (but not otherwise) only to the repayment of the amounts paid up on that share after repayment in respect of each Ordinary Share of the capital paid up on it and the further payment to holders of Ordinary Shares of £1,000,000 on each Ordinary Share;
 - 3.3.2.4 shall not, save as provided in Article 3.3.3.2, be transferrable; and
 - 3.3.2.5 does not entitle its holder to any further or other participation in the assets or capital of the Company.
- 3.3.3 Notwithstanding any other provision of these Articles, the Company shall have the power and authority and may at its option at any time:
- 3.3.3.1 redeem or repurchase all the Deferred Shares in issue at an aggregate price of 1p on giving notice to one of the holders (such holder to be selected by the Company) of its intention to do so, fixing a time for the redemption or repurchase (which shall also be announced by the Company to the London Stock Exchange) and at that time the Company shall pay the redemption or repurchase moneys to that holder so selected (and that holder shall be entitled to retain that sum for his or its own account);
 - 3.3.3.2 appoint a person on behalf of any holder of a Deferred Share to transfer that share for nil consideration to any person appointed by the Board to be the nominee holder of that share with power to deal with that share in accordance with the provisions of this Article 3.3;
 - 3.3.3.3 without obtaining the sanction of the holder, but subject to the Statute, cancel any Deferred Share without making any payment to the holder; and
 - 3.3.3.4 pending any redemption, repurchase, transfer or cancellation of a Deferred Share, retain the certificate or other document of title for that share.
- 3.3.4 The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares. In addition neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for nil consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company or the making by the Court of any order confirming any such reduction of capital nor any such order becoming effective shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for nil consideration by means of a reduction of capital effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares.
- 3.3.5 The Company shall have irrevocable authority to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer/cancellation of the Deferred Shares and/or an agreement to transfer/cancel the same, without making any payment to the holders of the Deferred Shares to such person or persons as the Company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate(s) if any, for such Deferred Shares.
- 3.3.6 Notwithstanding any other provision of these Articles, and unless specifically required by the provisions of applicable legislation, the Company shall not be required to issue any certificates or other documents of title in respect of the Deferred Shares.

Resolution 3

THAT, subject to and conditional on the passing of Resolution 1, in accordance with section 570 of the Companies Act 2006 (the “**Act**”), in addition to any existing authority (which shall continue in

force and effect), the Directors be and are hereby generally and unconditionally empowered to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 1 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to and including an aggregate nominal amount of £4,800 in the event Resolution 2 is passed (or £1,920,000 in the event that Resolution 2 is not passed). The power shall, subject to the continuance of the authority conferred by Resolution 1 and unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the next Annual General Meeting of the Company, save that the Directors may, before such expiry, variation or revocation make offer(s) on agreement(s) which would or might require equity securities to be allotted after such expiry, variation or revocation and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired, been varied or revoked.

Dated: 18 December 2015

By Order of the Board

Sam Quinn
Company Secretary

Stratmin Global Resources Plc
30 Percy Street
London
W1T 2DB

EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING (the “Meeting”)

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members at:
 - 6.00 p.m. on 4 January 2016; or
 - if this Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy your proxy card or contact Capita Asset Services to obtain an extra proxy card on 0871 664 0300. Calls cost 12p per minute plus your phone company’s access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
5. 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 Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - received by Capita Asset Services no later than 10 a.m. on 4 January 2016.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxies through CREST

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (EUI) specifications and must contain the information

required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (RA10 by 10 a.m. on 4 January 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

8. 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-name being the most senior).

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Asset Services no later than 10 a.m. on 4 January 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

12. As at 6 p.m. on 17 December 2015, the Company's issued share capital comprised 151,149,391 ordinary shares of £0.04 each.

Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6 p.m. on 17 December 2015 is 151,149,391.

Communication

13. You may not use any electronic address provided either in this notice of meeting; or any related documents (including the letter with which this notice of meeting was enclosed and proxy form) to communicate with the Company for any purposes other than those expressly stated.

