

NAMIBIAN MINERALS CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of the shareholders of **NAMIBIAN MINERALS CORPORATION** (the "Company") will be held at 243-247 Pavillion Road, London, England on the 29th day of June, 2001 at the hour of 11:30 a.m. (London time) for the following purposes:

1. to consider, and if thought fit, to pass, with or without amendment, Special Resolution 1, a resolution amending the Company's Articles of Continuance. The text of Special Resolution 1 is contained in the Schedule to the management proxy circular of the Company dated May 18, 2001 (the "Circular") which is attached to this notice;
2. to elect directors for the ensuing year;
3. to receive the financial statements of the Company for the fiscal year ended December 31, 2000 together with the report of the auditors thereon;
4. to appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors; and
5. to transact such other business as may properly come before the meeting or any adjournment thereof.

The accompanying Circular provides additional information relating to matters to be dealt with at the meeting, and forms part of this notice. The text of Special Resolution No. 1 is set out in the Schedule to the Circular.

DATED at London this **18th** day of May, 2001.

By Order of the Board of Directors

Charles F. Purdy

Chief Financial Officer, Secretary and Director

If you are not able to be present at the meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to one of:

- Computershare Trust Company of Canada, 4th Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9 (Fax: (604) 683-3694),
 - Transfer Secretaries (Pty.) Limited, P.O. Box 2401, Windhoek, Namibia (Fax: (264) 61-248531), or
 - the Company's principal office at 243-247 Pavilion Road, London, England SW1X 0BP (Fax: 44-20-7824-8889),
- so as to arrive not later than the close of business on June 27, 2001 or, if the meeting is adjourned, 48 hours (excluding Saturdays and holidays) before any adjourned meeting.