

NAMIBIAN MINERALS CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of **NAMIBIAN MINERALS CORPORATION** (the "Company") will be held at One Royal Exchange Avenue, London, England EC3V 3LT on the 14th day of May, 2002 at the hour of 11:30 a.m. (London time) for the following purposes:

1. to elect directors for the ensuing year;
2. to receive the financial statements of the Company for the fiscal year ended December 31, 2001 together with the report of the auditors thereon;
3. to appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors; and
4. to transact such other business as may properly come before the meeting or any adjournment thereof.

The accompanying management proxy circular of the Company dated March 28, 2002 provides additional information relating to matters to be dealt with at the meeting and forms part of this notice.

DATED at London, England this 28th day of March, 2002.

By Order of the Board of Directors,

Craig Assheton-Smith
Secretary

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, Box 2401, Windhoek, Namibia (Fax: (264) 61-248531), or
- The Company's principal office at 26 Dover Street, London, England W1S 4LY (Fax: +44 20 7763 710),

so as to arrive no later than the close of business on May 9, 2002 or, if the meeting is adjourned, no later than 48 hours (excluding Saturdays and holidays) before any adjourned meeting.