



MINERAL RESOURCES LIMITED
ACN 118 549 910
NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am (WST)
DATE: 17 November 2016
PLACE: Fraser's Function Centre
Fraser Avenue
Kings Park
West Perth WA 6005

A Proxy Form is enclosed.

This Notice of Meeting should be read in its entirety. If you are unable to attend the General Meeting please complete and return the enclosed Proxy Form in accordance with the specified instructions. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9329 3600.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting (AGM) of the Shareholders to which this Notice of Meeting relates will be held at 10am (WST) on Thursday, 17 November 2016 at:

Fraser's Function Centre
Fraser Avenue
Kings Park
West Perth WA 6005

YOUR VOTE IS IMPORTANT

The business of the AGM affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the AGM are those who are registered Shareholders at 5.00pm (WST) on Tuesday 15 November 2016.

VOTING IN PERSON

To vote in person, attend the AGM at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return as follows:

Online:

At www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile Transmission to:

1800 783 447 (within Australia)
or +61 3 9473 2555 (outside Australia)

By Hand to:

Computershare Investor Services Pty Ltd
Level 11
172 St George's Terrace
Perth Western
Australia 6000

Custodian Voting:

For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Shareholders and their proxies should be aware that under sections 250BB and 250BC of the Corporations Act:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Annual Financial Report of Mineral Resources Ltd (MRL or the Company) for the 2016 Financial Year together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the 2016 Financial Year.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RE-ELECTION OF DIRECTORS

2.1 Re-election of director – Mr Peter Wade

As required by Mineral Resources Ltd's Constitution (the Constitution), the Corporations Act 2001, and the ASX Listing Rules, Peter Wade retires by rotation, and being eligible, offers himself for re-election. The Board, with the assistance of the Nominations Committee, has reviewed the performance of Peter Wade, and has endorsed his nomination as a candidate for re-election.

Resolution 2.1: to consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Peter Wade, being a director of the Company, retires by rotation and being eligible, be re-elected as a Director.”

DATED: 14 OCTOBER 2016

BY ORDER OF THE BOARD

**MR BRUCE GOULDS
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at <http://www.mineralresources.com.au>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Introduction and background

During the 2016 Financial Year, the Remuneration Committee undertook a comprehensive review of the Executive remuneration and reward structures to ensure that the Executive reward system continued to achieve the desired outcomes of the Group's reward strategy. The decision to undertake this review was based on the feedback from key stakeholders about how the MRL remuneration system was perceived and reflects the economic conditions in which the Group operates.

To assist the Committee with establishing the framework for a new Executive remuneration system, the Committee sought input from external advisors, Proxy Advisors and key shareholders to understand their view of the strengths and weaknesses of the previous remuneration arrangements and also the Company's disclosures.

The 2016 Annual Report contains the Remuneration Report which sets out the Company's remuneration philosophy. This philosophy is designed to attract, motivate and retain high performing people who are aligned and passionate about the dynamic nature of MRL's business. This is particularly important as MRL continues to develop and grow.

The Board is committed to driving alignment between the remuneration arrangements and the expectations of shareholders, the Group, all employees and stakeholders.

The remuneration philosophy aims to reward executives fairly and responsibly in line with the Australian market, and to ensure that MRL:

- sets demanding levels of performance with clear links to remuneration potential
- structures remuneration at a level that reflects Executives' duties and accountabilities and is competitive within Australia and, for certain roles, internationally

- aligns LTI and STI plans with the creation of value for shareholders
- sets a foundation for succession and career development
- complies with applicable legal requirements and appropriate standards of governance.

In addition to the Fixed Annual Remuneration (FAR), Executives remuneration includes STI and LTI components. Each participant has an approved maximum percentage of base salary applied to STI and LTI with a significant proportion of the remuneration at risk.

Details of changes made to MRL's remuneration framework are contained in the Remuneration Report. A summary is as follows:

Attracting and retaining talented and qualified Executives	Encouraging Executives to strive for superior performance	Aligning Executive and shareholder interests
Total remuneration – comprised of FAR, STI and LTI is market related (targeting between the 62 nd and 75 th percentile of relevant market data and personal responsibilities and accountabilities).	<p>A significant portion of remuneration is 'at risk' under STI and LTI plans. Value is derived for Executives by meeting corporate goals reflecting the generation of shareholder value, which are assessed annually. Individual Executives are also measured against personal KPI's reflecting both corporate and personal objectives. In the case of Executives, the KPI measures are primarily corporate performance based.</p> <p>STI incentives are awarded from the bonus pool only on achieving key performance targets. The maximum bonus pool allocation is not necessarily consumed in any one year.</p>	<p>LTI delivered through awarding MRL shares, vesting over time, on achieving and exceeding Return on Invested Capital (ROIC) hurdles.</p> <p>The STI pool is based on a proportion of normalised Net Profit After Tax (NPAT).</p>

2.2 Corporations Act requirements

The Corporations Act requires that at a listed company's AGM, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under changes to the Corporations Act, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the AGM, and then again at the following AGM (**Following AGM**), the Company will be required to put to Shareholders a resolution at the Following AGM proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Following AGM. All of the Directors who were in office when the Company's Directors' report (as included in the Company's Annual Financial Report for the financial year immediately before the Following AGM) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the Spill Meeting and may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Director is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' Report contained in the Annual Financial Report of the Company for the 2016 Financial Year.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

2.3 Previous voting results

At the Company's previous AGM the votes cast against the Remuneration Report considered at that AGM were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

2.4 Proxy Restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes that it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. RESOLUTION 2.1 RE-ELECTION OF DIRECTOR

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third rounded upwards in case of doubt) of those Directors must retire at each AGM, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third AGM following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors to retire at an AGM are those who have been longest in office since their last election. A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Clause 13.4 of the Constitution states that Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors does not at any time exceed the maximum number specified in the Constitution. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election. A Director standing for re-election under these circumstances is not taken into account in determining the Directors who are eligible to retire by rotation at that meeting.

3.1 Re-election of Mr Peter Wade

Mr Peter Wade retires by rotation and, being eligible, offers himself for re-election.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting (AGM) or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors Fee Pool means the maximum approved amount payable to non-executive Directors in each financial year as per Clause 13.8 of the Constitution.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Year means the twelve months ended 30 June of each calendar year.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of AGM including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's Annual Financial Report for the 2016 Financial Year.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.


Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

The Company means Mineral Resources Limited (ACN 118 549 910).

WST means Western Standard Time as observed in Perth, Western Australia.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 653 781
(outside Australia) +61 3 9415 4885



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 138949

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (WST) Tuesday, 15 November 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Mineral Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Mineral Resources Limited to be held at Fraser's Function Centre, Fraser Avenue, Kings Park, West Perth, Western Australia on Thursday, 17 November 2016 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.1 Re-election of Director - Mr Peter Wade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____