



**MINERAL RESOURCES**  
**ACN 118 549 910**

# **NOTICE OF ANNUAL GENERAL MEETING**

**TIME:** 10:00 am (WST)  
**DATE:** Wednesday 22 November 2017  
**PLACE:** Fraser's Function Centre  
Fraser Avenue, Kings Park  
West Perth WA 6005







# CONTENTS

IMPORTANT INFORMATION	1
BUSINESS OF THE MEETING (SETTING OUT THE PROPOSED RESOLUTIONS)	3
EXPLANATORY STATEMENT (EXPLAINING THE PROPOSED RESOLUTIONS)	7
GLOSSARY	13
INSTRUCTIONS FOR COMPLETING PROXY FORM	14

*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.*





# IMPORTANT INFORMATION



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## 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 Wednesday 22 November 2017 at:

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

## 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 Monday the 20 November 2017.

## VOTING IN PERSON

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

## VOTING IN PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return as follows by the time and in accordance with the instructions set out on page 18:

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<b>ONLINE:</b>	<b>BY MOBILE:</b>	<b>BY MAIL TO:</b>
At <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>	Scan the QR Code on your proxy form and follow the prompts	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne Victoria 3001 Australia
<b>BY FACSIMILE TRANSMISSION TO:</b>	<b>BY HAND TO:</b>	<b>CUSTODIAN VOTING:</b>
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)	Computershare Investor Services Pty Ltd Level 11 172 St Georges Terrace PERTH WA 6000	For Intermediary Online Subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions

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# IMPORTANT INFORMATION (CONTINUED)

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In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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

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### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report of Mineral Resources Limited (**MRL** or the **Company**) for the year ended 30 June 2017 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

### 2. 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 year ended 30 June 2017.”

**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.



# BUSINESS OF THE MEETING (CONTINUED)

## AGENDA ORDINARY BUSINESS

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### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR KELVIN FLYNN

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 Kelvin Flynn, being a Director of the Company, retires by rotation and being eligible, be re-elected as a Director.”

### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR TIM ROBERTS

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Tim Roberts, a Director who was appointed as an additional Director on 17 November 2016, retires, and being eligible, is elected as a Director.”

### 5. RESOLUTION 4 – ELECTION OF DIRECTOR – MS XI XI

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Xi Xi, a Director who was appointed as an additional Director on 11 September 2017, retires, and being eligible, is elected as a Director.”

### 6. RESOLUTION 5 – SPILL RESOLUTION

**If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 5.**

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

“That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**); and
- (b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting.”



# BUSINESS OF THE MEETING (CONTINUED)



## AGENDA ORDINARY BUSINESS

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### 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 the 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.
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**DATED: 13 OCTOBER 2017**

**BY ORDER OF THE BOARD**

**MR BRUCE GOULDS  
COMPANY SECRETARY**







# EXPLANATORY STATEMENT



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**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 2017 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**

The 2017 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 Company 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 long term incentives (LTI) and short term incentive (STI) plans with the creation of value for Shareholders;
- sets a foundation for succession and career development; and
- 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.



# EXPLANATORY STATEMENT (CONTINUED)

## 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 which came into effect on 1 July 2011, if at least 25% of the votes cast on a Remuneration Report resolution 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 a Spill Resolution was not put to vote at the first of those annual general meetings. If required, the Spill Resolution must be put to vote at the Following AGM.

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 end of the Spill Meeting but 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 2017 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 more than 25%. Accordingly, the Spill Resolution will be relevant for this AGM if at least 25% of the votes cast on the Remuneration Report resolution are voted against adoption of the Remuneration Report. Refer to Resolution 5 in Section 6 for further information.

## 2.4 Proxy Restrictions

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

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

# EXPLANATORY STATEMENT (CONTINUED)



## Notes:

- <sup>1</sup> 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.
- <sup>2</sup> 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).
- <sup>3</sup> 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.
- <sup>4</sup> The Proxy Form notes that it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## 2.5 Board recommendation

The Board supports the adoption of the Remuneration Report and recommends that Shareholders vote in favour of Resolution 1.

## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR KELVIN FLYNN

### 3.1 General

ASX Listing Rule 14.4 provides that, other than a Managing Director, 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.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Kelvin Flynn, who has served as a Director since 22 March 2010 and was last re-election on 20 November 2014, retires by rotation and seeks re-election.

### 3.2 Qualifications and other material Directorships

Mr Kelvin Flynn is a qualified Chartered Accountant with extensive investment, banking and corporate advisory experience including private equity and special situations investments into the mining and resources sector.

Mr Flynn has held various leadership positions in Australia and Asia having previously held the position of Executive Director / Vice President with Goldman Sachs and Managing Director of Alvarez & Marsal in Asia. He has also worked in complex financial workouts, turnaround advisory and interim management.

Mr Flynn is the founder and Managing Director of Sirona Capital. He is also a Director of privately held Global Advanced Metals, Flinders Dairy Group and ASX listed Silver Lake Resources Limited.

### 3.3 Independence

Mr. Flynn has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.

If re-elected the board considers Mr Flynn will be an Independent Director.

### 3.4 Board recommendation

The Board supports the re-election of Mr Kelvin Flynn and recommends that Shareholders vote in favour of Resolution 2.





# EXPLANATORY STATEMENT (CONTINUED)

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## 4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR TIM ROBERTS

### 4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Roberts, having been appointed by other Directors on 17 November 2016 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

### 4.2 Qualifications and other material Directorships

Mr. Roberts played a key role in the transformation of Multiplex, one of the nation's largest privately owned companies established by John Roberts in 1962, from a construction contractor into a broadly based property group with operations spanning property development and investment, facilities management, and property funds management.

Mr. Roberts was also an executive Director of Multiplex Group from 2003 until 2007, when the Roberts family sold its remaining interests in Multiplex to Brookfield Asset Management Inc. Since 2007, through his family office, Tim has established a private investment group that is significant and diverse, both domestically and internationally, with interests in private and listed equities, hedge funds, infrastructure, property, aviation and fishing & aquaculture.

Mr. Roberts is currently a board member of Crown Resorts Pty Ltd, the owner of Crown Casino and hotels in Western Australia; Patron of the Perth Symphony Orchestra; a member of the Board of Trustees of the Telethon Institute; and Patron of the North Cottesloe Surf Lifesaving Club.

### 4.3 Independence

Mr. Roberts has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.

If elected the board considers Mr. Roberts will be an independent Director.

### 4.4 Board recommendation

The Board supports the re-election of Mr. Tim Roberts and recommends that Shareholders vote in favour of Resolution 3.

# EXPLANATORY STATEMENT (CONTINUED)



## 5. RESOLUTION 4 – ELECTION OF DIRECTOR – MS XI XI

### 5.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Xi Xi, having been appointed by other Directors on 11 September 2017 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

### 5.2 Qualifications and other material Directorships

Ms Xi Xi has extensive experience in the global natural resources sector having served as a Director of Sailing Capital, a US\$2 billion private equity fund founded by the Shanghai International Group in 2012. She has worked with numerous Chinese state owned and privately owned enterprises, advising on international acquisitions and investments overseas.

Ms Xi Xi previously served as an analyst and portfolio manager for the Tigris Financial Group in New York, focused in the oil and gas and mining sector. Ms Xi Xi currently serves as a non-executive Director of Zeta Resources, a closed-end investment company with a broad portfolio of oil and gas, as well as mining assets, and until her resignation on 5 September 2017, was a Director of Galaxy Resources Limited.

Ms Xi Xi has an MA in International Relations (China Studies & International Finance) from Johns Hopkins University, and holds a double BS in Chemical Engineering & Petroleum Refining, as well as Economics, from the Colorado School of Mines.

### 5.3 Independence

Ms Xi Xi has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.

If elected the board considers Ms Xi Xi will be an independent Director.

### 5.4 Board recommendation

The Board supports the re-election of Ms Xi Xi and recommends that Shareholders vote in favour of Resolution 4.



# EXPLANATORY STATEMENT (CONTINUED)

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## 6. RESOLUTION 5 – SPILL RESOLUTION

**If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 5.**

### 6.1 General

The Corporations Act requirements for this Resolution to be put to vote are set out in Section 2.2

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and the Vacating Directors will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as Directors of the Company at the Spill Meeting.

### 6.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the voting restrictions set out in Section 2.4 apply in the same manner to this Resolution.





# 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.
- **Chair** means the chair of the Meeting.
- **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).
- **Company Group** means the Company, its subsidiaries and associated companies.
- **Constitution** means the Company's constitution.
- **Corporations Act** means the Corporations Act 2001 (Cth).
- **Directors** means the current Directors of the Company.
- **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.
- **Managing Director** means the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.
- **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 2017 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).
- **Vacating Directors** means the Directors who were Directors of the Company when the resolution to make the Directors' report considered at the last annual general meeting of the Company was passed, other than the Managing Director at that time.
- **WST** means Western Standard Time as observed in Perth, Western Australia.



# INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole Director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole Director can also sign alone. Otherwise, a Director jointly with either another Director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Mineral Resources Limited, Locked Bag 3, Canning Bridge, Applecross WA 6153; or
  - (b) facsimile to the Company on facsimile number +61 8 9329 3601; or
  - (c) email to the Company at [reception@mineralresources.com.au](mailto:reception@mineralresources.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**










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MIN  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://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](http://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](http://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: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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) Monday, 20 November 2017**

## 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](http://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 →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**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.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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 Wednesday, 22 November 2017 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** 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 Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 5 where the Chairman of the Meeting intends to vote against.**

**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 Resolutions 1 and 5 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.

The Board recommend you vote in favour of these resolutions:

For Against Abstain

Resolution 1 Adoption of Remuneration Report

☐☐☐

Resolution 2 Re-election of Director – Mr Kelvin Flynn

☐☐☐

Resolution 3 Election of Director – Mr Tim Roberts

☐☐☐

Resolution 4 Election of Director – Ms Xi Xi

☐☐☐

The Board recommend you vote against this resolution:

Resolution 5 Spill Resolution

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 5 where the Chairman of the Meeting intends to vote against. 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 / /

MIN

231905A

Computershare +



**STREET ADDRESS:**

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Applecross,  
Western Australia 6153

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[www.mineralresources.com.au](http://www.mineralresources.com.au)

