

17 October 2025

Notice of 2025 Annual General Meeting

In accordance with ASX Listing Rule 3.17.1, please refer to the following documents that have been mailed to Shareholders in relation to Mineral Resources Limited (**ASX: MIN**) (**MinRes**) 2025 Annual General Meeting:

- Notice of Access
- Notice of Meeting
- Proxy Form.

A copy of MinRes' 2025 Annual Report will be mailed today to Shareholders who requested a printed copy.

Shareholders who have elected not to receive a printed copy of the 2025 Annual Report can download a copy from the MinRes website www.mineralresources.com.au, along with a copy of the 2025 Sustainability Report.

ENDS

This announcement dated 17 October 2025 has been authorised for release to the ASX by Derek Oelofse as Company Secretary on behalf of the Board.

For further information, please contact:

Chris Chong

General Manager Investor Relations
Mineral Resources Limited
T: +61 8 9315 0213
E: chris.chong@mrl.com.au

Peter Law

Senior Media Manager
Mineral Resources Limited
T: +61 428 925 422
E: peter.law@mrl.com.au

About Mineral Resources

Mineral Resources Limited (ASX: MIN) (MinRes) is a leading diversified resources company, with extensive operations in lithium, iron ore, energy and mining services across Western Australia. For more information, visit www.mineralresources.com.au.

MINERAL RESOURCES LIMITED **2025 ANNUAL GENERAL MEETING**



ABN: 33 118 549 910
A: 20 WALTERS DRIVE, OSBORNE PARK
WESTERN AUSTRALIA 6017
T: +61 8 9329 3600
W: MINERALRESOURCES.COM.AU

Dear Shareholder,

I am pleased to invite you to Mineral Resources Limited's (MinRes) 2025 Annual General Meeting (AGM) at 9:30am (AWST) on 20 November 2025.

Over the past 12 months, your Board has taken decisive steps to uplift governance across the company. This has included targeted Board renewal, strengthened oversight frameworks and renewed focus on transparency and accountability, all with the clear objective of rebuilding trust and positioning the business for long-term, sustainable success.

Since joining as a Director on 19 May 2025 and assuming the role of Chair on 1 July 2025, I have also been focused on disciplined capital allocation, balance sheet strength and delivery across our operations, including the safe ramp-up of Onslow Iron to nameplate capacity.

With the support of Korn Ferry, we completed a comprehensive Board skills matrix review to ensure we have the right expertise and perspectives around the table. This analysis is included in the *2025 Annual Report* which I encourage you to read.

Consistent with my vision for a cohesive "blue chip, blue collar" Board – one that brings strong governance credentials and deep operational insight – MinRes was pleased to appoint Independent Non-Executive Directors Lawrie Tremaine and Ross Carroll on 7 July 2025.

In line with this vision, we are also pleased that Colin Moorhead and Susan Ferrier were appointed as Independent Non-Executive Directors on 10 October 2025.

Colin brings more than 35 years of global mining experience and a track record of operational excellence and leadership in complex environments. Susan offers deep expertise in culture, governance and human capital, developed over three decades in senior roles across professional services and financial institutions.

Their appointments further strengthen our commitment to building a Board that reflects both the strategic oversight and practical experience necessary to guide MinRes going forward.

I also wish to acknowledge after careful consideration and due to his considerable commitments with Ausenco, Non-Executive Director Zimi Meka has advised he will not stand for re-election at this year's AGM. As a result, he will step down from the Board and cease to be a Director at the conclusion of the meeting. Zimi has made a significant contribution to the Board and on behalf of the company and shareholders I thank him for his service and counsel.

MinRes has also further enhanced its governance by appointing a Director Governance and Compliance, a new Company Secretary and engaging independent experts including Elizabeth Broderick & Co and King & Wood Mallesons to assess culture and governance and inform our action plans.

At the AGM, shareholders will be asked to consider and vote on my election, as well as the elections of Ross Carroll, Lawrie Tremaine, Colin Moorhead and Susan Ferrier.

As Chair, I am committed to being active, visible and accountable, working constructively with our Board and management to restore confidence, maintain financial discipline and deliver enduring value for all shareholders.

I encourage you to read the *Notice of Meeting* and the *2025 Annual Report* in full and vote or lodge your proxy by the deadline set out in this Notice.

HYBRID AGM

The 2025 AGM will be held at Mineral Resources Park (Function Room, 42 Bishopsgate St, Lathlain, Western Australia) and online via our AGM portal.

If you are attending the AGM in person, registration will commence at 8:30am. Please bring your Voting Form with you; using the barcode at the top of the form will help speed up the registration process.

Shareholders also have the option to attend the AGM virtually via the online portal. To participate online, please visit **<https://meetnow.global/MMR4JGX>** on the day of the AGM.

Further details on attending the AGM virtually – including how to vote, comment and ask questions are set out in the *Notice of Meeting* and are also available at **mineralresources.com.au/agm**.

Any shareholder wishing to lodge a proxy vote or lodge questions ahead of the meeting can do so by visiting **investorvote.com.au** and entering the Control Number found on the proxy form. If, due to time constraints, we are not able to answer all questions at the meeting, we will answer them in due course via email or by posting responses on our website.

Alternatively, you may complete and return the accompanying Proxy Form as per the instructions included within the *Notice of Meeting* (details below).

To be valid, proxy forms or electronic voting instructions must be received by 9:30am AWST on 18 November 2025. Lodging questions or casting your proxy vote ahead of the meeting will not prevent you from attending online.

NOTICE OF MEETING: RELATED MATERIALS

The *Notice of Meeting* and the *Virtual AGM Online Guide* are available at the Mineral Resources Limited website at **mineralresources.com.au/agm**.

Shareholders who have elected not to receive a printed copy of our *2025 Annual Report* can download a copy from the Mineral Resources Limited website, where the *2025 Sustainability Report* is also available to download.

Mineral Resources Limited's Directors and the management team look forward to your participation at the AGM.

For further information, please call our offices on +61 8 9329 3600.

Yours faithfully



Malcolm Bunday
Independent Non-Executive Chair



MINERAL RESOURCES LIMITED
2025 NOTICE OF MEETING

TIME: 9:30am (AWST)
DATE: 20 November 2025
PLACE: Mineral Resources Park – Function Room
42 Bishopsgate Street
Lathlain, Western Australia 6100

Attend in person, or attend, vote and participate in the AGM online in real time. Further details are set out in this *Notice of Meeting*, and in the *Virtual AGM Online Guide*, which you can access at www.mineralresources.com.au/agm

A Voting Form is enclosed.

This *Notice of Meeting* should be read in its entirety. If you are unable to attend the Annual General Meeting, please complete and return the enclosed Voting Form in accordance with the specified instructions.

Should you wish to discuss the matters in this *Notice of Meeting* please contact the Company Secretary on +61 8 9329 3600.

CONTENTS

BUSINESS OF THE MEETING (setting out the proposed resolutions)	4
EXPLANATORY STATEMENT (explaining the proposed resolutions)	7
GLOSSARY	19

TIME AND PLACE OF MEETING

Notice is given that Mineral Resources Limited (**MinRes** or the **company**) will hold its Annual General Meeting (**AGM**) at 9:30am (AWST) on 20 November 2025 at Mineral Resources Park – in the Function Room at 42 Bishopsgate Street, Lathlain, Western Australia 6100. Please refer to the map below.

VENUE MAP

Mineral Resources Park
42 Bishopsgate Street
Lathlain, WA 6100

TRANSPORT AND PARKING INFORMATION

Parking

Only street parking is available.

Public transport

Mineral Resources Park is a short walk along Bishopsgate Street from Victoria Park Train Station.

For bus and train timetables and further information, visit: www.transperth.wa.gov.au.



The meeting will also be streamed online at <https://meetnow.global/MMR4JGX>. MinRes encourages Shareholders who cannot attend in person to attend the AGM via the online platform. Further details on virtual attendance – including how shareholders will be able to vote, comment and ask questions during the AGM – are set out in this *Notice of Meeting*.

Items of business

Full details of the items of business to be covered at the 2025 AGM is available from page 4.

Questions before the AGM

Shareholders are invited to submit written questions ahead of the AGM relating to the items of business of the AGM. Questions may also be submitted for the company's Auditor, EY, in relation to the content of the Auditor's Report or the conduct of the audit of the FY25 Financial Report.

The Chair of the Meeting (**Chair**) will endeavour to address as many of the more frequently raised relevant questions as possible during the AGM. However, there may not be sufficient time available to address all the questions raised. Please note that individual responses will not be sent to shareholders.

Shareholders should email questions to investorrelations@mrl.com.au. Written questions must be received by the Company no later than 5:00pm (AWST) on Thursday, 13 November 2025.

Questions during the AGM

Shareholders will have a reasonable opportunity to ask questions and make comments on the items of business at the AGM and to MinRes management. There will also be an opportunity to ask questions of the company's Auditor.

Attending the virtual AGM

Shareholders can attend, vote and participate in the AGM online from a computer or mobile device by visiting <https://meetnow.global/MMR4JGX>.

The online AGM platform will allow shareholders to view the meeting, vote and submit questions in real time, in writing or verbally. To participate and vote online in real time, you will need your Securityholder Reference Number (**SRN**)/Holder Identification Number (**HIN**) and postcode registered to your holding if you are an Australian shareholder.

If you are an overseas shareholder, select the country of your registered holding from the drop-down list. Shareholders are encouraged to register at least 15 minutes before the meeting.

NOTICE OF **2025 ANNUAL GENERAL MEETING**

Visitors to the online AGM who are not shareholders will be able to listen to the proceedings via the online platform but will not have access to vote or ask questions.

If you are unable to attend the AGM physically or virtually at the scheduled time and wish to vote on resolutions that will be considered at the meeting, you may appoint a proxy to act on your behalf. Details on voting by proxy are set out below.

Further information on how to attend and participate online is set out in this Notice and in the Virtual AGM Online Guide, which you can access at **www.mineralresources.com.au/agm**.

Technical difficulties

Technical difficulties may arise during the AGM. The Chair of the Meeting has discretion as to whether and how the AGM should proceed if technical difficulties arise. In exercising their discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where they consider it appropriate, the Chair may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a directed proxy, even if they plan to attend the AGM.

Alternative arrangements

Shareholders should monitor the company's website and ASX announcements, where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the AGM.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to attend and vote at the AGM are those who are registered shareholders at 4:00pm (AWST) on Tuesday, 18 November 2025. Any share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

VOTING IN PERSON DURING THE MEETING

To vote in person, you are invited to physically attend the AGM at the time, date and place set out on page 1 or attend virtually via the online platform at the time and date set out on page 1.

Voting will be conducted electronically using your personal mobile devices.

VOTING BY PROXY

To be valid, the Proxy Form and any authority under which the form is signed (such as the original or certified copy of the power of attorney), must be received by the company's Share Registry by 9:30am (AWST) on Tuesday, 18 November 2025. If you wish to appoint a proxy, you can do so using one of the following methods:

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 17
221 St Georges Terrace
PERTH WA 6000

Custodian voting:

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

Each shareholder has a right to appoint a proxy. The proxy need not be a shareholder of the company.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes, then each proxy may exercise one half of the votes.

Any directed proxies which are not voted or are not voted in accordance with a direction will automatically default to the Chair, who must vote the proxies as directed.

Appointing the Chair of the Meeting as your proxy

If you appoint the Chair of the Meeting as your proxy, or if the Chair becomes your proxy by default, you expressly authorise the Chair to vote undirected proxies as the Chair sees fit on Resolutions 1, 7, 8 and 9, even though those resolutions relate to the remuneration of the company's key management personnel (**KMP**).

The Chair intends to vote all available proxies in favour of each of the resolutions set out in this Notice of Meeting, except for Resolution 9.

Proxy voting by other KMP

If you appoint a member of the KMP (other than the Chair) or a KMP's Closely Related Party as your proxy, you should direct them how to vote. If you do not direct them how to vote, they will not be able to vote on your behalf on Resolutions 1, 7, 8 and 9.

Appointing an attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the AGM. An attorney may but need not be a shareholder of the company.

An attorney may not vote at the AGM unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the company in the same manner, and by the same time, as outlined earlier for the Proxy Forms (unless it has previously been given to the company).

Corporate representative

Where a shareholder or proxy is a body corporate, the body corporate will need to ensure:

- it appoints an individual as its corporate representative in accordance with section 250D of the *Corporations Act 2001 (Cth)* (**Corporations Act**) to exercise its powers at the AGM. An "Appointment of Corporate Representative" form signed in accordance with section 127 of the *Corporations Act* or by a duly appointed attorney can be used for this purpose. A copy of the form may be obtained from the company's share registry, Computershare, or by visiting <https://www.investorcentre.com/au> and selecting "Printable Forms"
- if the instrument appointing the corporate representative has not been previously provided to the company's share registry, Computershare, then it must be provided before 9:30am (AWST) on Tuesday, 18 November 2025.

NOTICE OF 2025 ANNUAL GENERAL MEETING

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

A. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the *Financial Report*, *Directors' Report* and *Auditor's Report* of MinRes for the financial year ended 30 June 2025.

B. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report for the financial year ended 30 June 2025 (FY25) be adopted."

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

Voting exclusion statement:

The company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the company's KMP named in the company's *Remuneration Report* for the year ended 30 June 2025 or their Closely Related Parties, regardless of the capacity in which the vote is cast, or
- (b) as a proxy by a person who is a member of the company's KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a direction as to how to vote on the proxy form, or
- (b) by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy even though the Resolution is connected with the remuneration of the company's KMP.

C. RESOLUTION 2 – ELECTION OF DIRECTOR – MR ROSS CARROLL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 8.1 of the Constitution, ASX Listing Rule 14.5 and for all other purposes Mr Ross Carroll, who was appointed as an additional Director on 7 July 2025, retires and being eligible, is elected as a Director."

D. RESOLUTION 3 – ELECTION OF DIRECTOR – MR LAWRIE TREMAINE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 8.1 of the Constitution, ASX Listing Rule 14.5 and for all other purposes Mr Lawrie Tremaine, who was appointed as an additional Director on 7 July 2025, retires and being eligible, is elected as a Director."

E. RESOLUTION 4 – ELECTION OF DIRECTOR – MR COLIN MOORHEAD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 8.1 of the Constitution, ASX Listing Rule 14.5 and for all other purposes Mr Colin Moorhead, who was appointed as an additional Director on 10 October 2025, retires and being eligible, is elected as a Director."

F. RESOLUTION 5 – ELECTION OF DIRECTOR – MS SUSAN FERRIER

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 8.1 of the Constitution, ASX Listing Rule 14.5 and for all other purposes Ms Susan Ferrier, who was appointed as an additional Director on 10 October 2025, retires and being eligible, is elected as a Director."

G. RESOLUTION 6 – ELECTION OF DIRECTOR – MR MALCOLM BUNDEY

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 8.1 of the Constitution, ASX Listing Rule 14.5 and for all other purposes Mr Malcolm Bunday, who was appointed as an additional Director on 19 May 2025, retires and being eligible, is elected as a Director."

H. RESOLUTION 7 – APPROVAL FOR GRANT OF SECURITIES TO NON-EXECUTIVE CHAIR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 780,000 Options to Non-Executive Chair Malcolm Bunday, under the company’s Equity Incentive Plan, on the terms set out in the explanatory statement to the Notice of Meeting.”

Voting exclusion statement:

The company will disregard any votes cast on Resolution 7:

- (a) in favour of the resolution by or on behalf of any director, or any other ASX Listing Rule 10.14 party, who is eligible to participate in the company’s Equity Incentive Plan (currently Chris Ellison and Malcolm Bunday) or their associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the company’s KMP at the date of the AGM or their closely related parties,

unless the vote is cast on Resolution 7:

- (a) as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- (b) by the Chair of the Meeting as proxy for a person entitled to vote on the resolution, pursuant to an express authorisation to exercise the proxy as the Chair of the Meeting decides even though the resolution is connected with the remuneration of a member of the KMP; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i). the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii). the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

I. RESOLUTION 8 – APPROVAL FOR GRANT OF SECURITIES TO MANAGING DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant to Managing Director Chris Ellison of 136,849 Share Rights as his FY26 Long Term Incentive and Share Rights of a value of up to \$1,000,000 as the deferred component of his FY26 Short Term Incentive, on the terms set out in the explanatory statement to the Notice of Meeting.”

Voting exclusion statement:

The company will disregard any votes cast on Resolution 8:

- (a) in favour of the resolution by or on behalf of any director, or any other ASX Listing Rule 10.14 party, who is eligible to participate in the company’s Equity Incentive Plan (currently Chris Ellison and Malcolm Bunday) or their associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the company’s KMP at the date of the AGM or their closely related parties,

unless the vote is cast on Resolution 8:

- (a) as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- (b) by the Chair of the Meeting as proxy for a person entitled to vote on the resolution, pursuant to an express authorisation to exercise the proxy as the Chair of the Meeting decides even though the resolution is connected with the remuneration of a member of the KMP; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i). the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii). the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NOTICE OF **2025 ANNUAL GENERAL MEETING**

J. RESOLUTION 9 – CONDITIONAL BOARD SPILL MEETING RESOLUTION

If required, to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That subject to, and conditional on, at least 25% of the votes validly cast on Resolution 1 being cast against the adoption of the company's Remuneration Report for the year ended 30 June 2025:

- (a) an extraordinary general meeting of the company (**Spill Meeting**) be held within 90 days of the passing of this Resolution;*
- (b) all of the Non-Executive Directors who were in office when the Board resolution to make the Directors' Report for the year ended 30 June 2025 was passed and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."*

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 9:

- (a) by or on behalf of a member of the company's KMP named in the company's *Remuneration Report* for the year ended 30 June 2025 or their Closely Related Parties, regardless of the capacity in which the vote is cast, or
- (b) as a proxy by a person who is a member of the company's KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 9:

- (a) in accordance with a direction as to how to vote on the proxy form, or
- (b) by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy even though Resolution is connected with the remuneration of the company's KMP.

Note: Resolution 9 is subject to the result of Resolution 1. Resolution 9 will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 are against Resolution 1. If you do not want a Spill Meeting to take place, you should vote 'Against' Resolution 9. If you want a Spill Meeting to take place, you should vote 'For' Resolution 9.

DATED: 17 October 2025
BY ORDER OF THE BOARD



Derek Oelofse
Company Secretary

EXPLANATORY STATEMENT

This *Explanatory Statement* forms part of the *Notice of Meeting* and has been prepared to provide information which the Directors believe to be material to shareholders in deciding whether to pass the Resolutions which are the subject of the business of the Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the *Financial Report*, *Directors' Report* and *Auditor's Report* of the company for the financial year ended 30 June 2025 (together, the **reports**).

The reports can be found in the company's *Annual Report*, which is available on our website at <https://www.mineralresources.com.au/investor-centre/annual-reporting-suite/>

During this item of business, shareholders as a whole will have a reasonable opportunity to ask questions and make comments about the Reports, as well as the business and management of the company. The company's external auditor, EY, will also attend the AGM, and shareholders will have a reasonable opportunity to ask them questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the company and the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Introduction and background

In accordance with section 250R(2) of the *Corporations Act*, the Board is presenting the company's *2025 Remuneration Report* to shareholders for consideration and adoption by a non-binding vote. The *2025 Remuneration Report* provides information about the company's remuneration framework for KMP and is included in the company's *Annual Report*, which is available on the company's website at <https://www.mineralresources.com.au/investor-centre/annual-reporting-suite/>

The company's *2025 Remuneration Report* demonstrates how the company continues to align its remuneration policy and outcomes with company performance and the achievement of the business strategy. The Board believes that the company's *2025 Remuneration Report* confirms the strong link between investor interests, the company's performance and KMP remuneration.

In light of the company having received a 'first strike' at its 2024 AGM in relation to the company's *2024 Remuneration Report*, the company has spent additional time engaging with and listening to shareholders' feedback on various areas of concern. The company has continued to face challenges throughout its governance uplift process over the past 12 months and has closely monitored the appropriateness of remuneration outcomes during this period.

Section one of the company's *2025 Remuneration Report* sets out the key issues raised by some of our investors and the way in which the company has sought to address those issues. Feedback on the company's *2025 Remuneration Report* is invited as MinRes continues to improve its remuneration framework and disclosures.

Shareholders should note that while the vote on this resolution is advisory only, if at least 25% of votes validly cast are voted against adoption of the *2025 Remuneration Report* at the AGM, the Conditional Board Spill Meeting Resolution (Resolution 9) will be put to the meeting. The operation and consequences of a spill resolution are set out in the *Explanatory Notes* for Resolution 9.

A voting exclusion statement applies to this Resolution.

Board recommendation

The Board recommends Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – ELECTION OF DIRECTOR – MR ROSS CARROLL

General

Mr Ross Carroll, having been appointed on 7 July 2025 as an Independent Non-Executive Director following the completion of appropriate background checks, will retire in accordance with section 8.1 of the Constitution and Listing Rule 14.4 and being eligible, seeks election from shareholders.

Qualifications and other material Directorships

Mr Carroll holds more than 25 years' leadership experience in sectors spanning mining and mining services, oil and gas, construction and contracting in Australia and overseas.

He was Chief Executive Officer (CEO) of Toronto-listed junior miner Commerce Resources from 2024 to 2025. Prior to this, Mr Carroll was Chief Financial Officer (CFO) at MMG Limited – a Hong Kong Stock Exchange-listed global base metals company – where over nine years he oversaw a strengthened balance sheet, drove operational efficiencies and led major acquisitions including the US\$1.9 billion Khoemacau copper mine in Botswana.

NOTICE OF 2025 ANNUAL GENERAL MEETING

Mr Carroll was also CEO of ASX-listed mining services provider Macmahon Holdings from 2012 to 2015 and guided the company through a period of asset divestment and cost reduction.

He is a former CFO of Woodside Petroleum and previously held several leadership positions in finance and business development at BHP.

Mr Carroll holds a Bachelor of Commerce from Melbourne University, is a Fellow Certified Practicing Accountant and a Graduate of the Australian Institute of Company Directors.

Board recommendation

Mr Carroll brings to the Board extensive leadership experience across mergers and acquisitions, accounting, commerce and finance. The Board considers Mr Carroll's appointment valuable as the company continues to strengthen its governance and culture.

Mr Carroll is expected to bring considered judgement and independent perspective to the Board's oversight of cultural matters, including how the organisation navigates the challenges associated with recent events concerning the Managing Director.

His previous leadership experience in periods of transition and organisational reset positions him well to contribute to constructive Board deliberations and the company's broader commitment to integrity, accountability and long-term shareholder value.

The Board (with Mr Carroll abstaining) unanimously supports the election of Mr Ross Carroll and recommends shareholders vote in favour of Resolution 2.

RESOLUTION 3 – ELECTION OF DIRECTOR – MR LAWRIE TREMAINE

General

Mr Lawrie Tremaine, having been appointed on 7 July 2025 as an Independent Non-Executive Director following the completion of appropriate background checks, will retire in accordance with section 8.1 of the Constitution and Listing Rule 14.4 and being eligible, seeks election from shareholders.

Qualifications and other material Directorships

Mr Tremaine is an accomplished finance executive with more than 35 years' experience in financial and commercial leadership across the mining, mineral processing, manufacturing and energy sectors in Australia and internationally.

He was CFO at Origin Energy from 2017 to 2024, where he was at the centre of the company's capital management and investment strategy and played a key role strengthening its balance sheet.

Prior to this, Mr Tremaine was CFO at Woodside Petroleum for six years and led finance, strategy and commercial functions through major investment decisions. His career also includes 17 years at Alcoa, where he established finance infrastructure across Asia Pacific.

Mr Tremaine is currently Chair of MoneyCatcher, a private fintech firm serving mortgage brokers, holds a Bachelor of Business from Monash University and is a Fellow Certified Practicing Accountant.

Board recommendation

Mr Tremaine brings extensive strategic, commercial, financial and leadership experience to the Board. His deep background in finance and capital management will be of significant value as the company continues to execute on its strategic priorities.

In addition, the Board considers Mr Tremaine's appointment important to reinforcing the company's culture and governance settings following recent leadership challenges. His track record of working within complex, high-profile organisations, often through periods of scrutiny and transformation, will support the Board in navigating reputational and cultural matters with independence, transparency and accountability.

The Board (with Mr Tremaine abstaining) unanimously supports the election of Mr Lawrie Tremaine and recommends shareholders vote in favour of Resolution 3.

RESOLUTION 4 – ELECTION OF DIRECTOR – MR COLIN MOORHEAD

General

Mr Colin Moorhead, having been appointed on 10 October 2025 as an Independent Non-Executive Director following the completion of appropriate background checks, will retire in accordance with section 8.1 of the Constitution and Listing Rule 14.4 and being eligible, seeks election from shareholders.

Qualifications and other material Directorships

Mr Moorhead is an experienced non-executive director, mining executive and geologist with a distinguished record of generating value within the mining industry for more than 35 years. His career encompasses exploration, project development and operational leadership across the gold, copper, mineral sands and rare earth sectors.

Most recently, Mr Moorhead served as Executive Chair and Managing Director of Xanadu Mines, a copper and gold exploration company with a suite of projects in Mongolia. During his tenure, he oversaw the successful sale of the company earlier this year.

Previously, as Chief Executive Officer of PT Merdeka Copper Gold from 2016 to 2018, Mr Moorhead led the development of the Tujuh Bukit gold mine in Indonesia, subsequently serving as an executive director and later as a non-executive technical director.

He currently holds non-executive directorships at Ramelius Resources (ASX: RMS), Aeris Resources (ASX: AIS), and VHM Ltd (ASX: VHM). In addition, he is a former President of the Australasian Institute of Mining and Metallurgy (AusIMM), a former director of the Australian Minerals Industry Research Association (AMIRA), and a former ex-officio member of the Joint Ore Reserves Committee (JORC).

Board recommendation

Mr Moorhead offers extensive mining expertise to the Board. His leadership and experience across multiple successful operations will enhance the Board's technical capabilities and assist in advancing the company's operational strategy.

His familiarity with the Pilbara region, combined with a thorough understanding of governance, sustainability and stakeholder engagement, will enable Mr Moorhead to make significant contributions to the company's continued growth.

The Board (with Mr Moorhead abstaining) unanimously supports the election of Mr Colin Moorhead and recommends shareholders vote in favour of Resolution 4.

RESOLUTION 5 – ELECTION OF DIRECTOR – MS SUSAN FERRIER

General

Ms Susan Ferrier, having been appointed on 10 October 2025 as an Independent Non-Executive Director following the completion of appropriate background checks, will retire in accordance with section 8.1 of the Constitution and Listing Rule 14.4 and being eligible, seeks election from shareholders.

Qualifications and other material Directorships

Ms Ferrier is a highly accomplished board director and C-suite executive, with more than 30 years of international experience in human resources leadership, cultural transformation and governance within finance and professional services.

From 2019 to 2023, Ms Ferrier was Group Executive for People and Culture at National Australia Bank (ASX: NAB), where she oversaw a major transformation of the human resources function and was responsible for enterprise-wide culture and leadership initiatives.

Previously, Ms Ferrier spent eight years in senior global roles at KPMG International, including Global Head of People, Global Head of Inclusion and Diversity, and National Managing Partner for People and Culture at KPMG Australia. She also spent 15 years in the United Kingdom in global and regional HR roles at major financial institutions such as HSBC, Deutsche Bank and ING.

Ms Ferrier currently serves as co-Chair of Jawun, a non-profit organisation supporting economic and social development in Indigenous communities. She is also a board member of Airservices Australia and Sydney Symphony Orchestra, chairing their respective Remuneration Committees, and serves on the People and Culture Committee at the University of Sydney.

Board recommendation

Ms Ferrier offers significant expertise in strategic people leadership, cultural transformation and governance, gained across major global and Australian organisations. Her skills and experience position her to contribute effectively to the Board's ongoing commitment to oversight, accountability and delivering sustained value to shareholders.

The Board (with Ms Ferrier abstaining) unanimously supports the election of Ms Susan Ferrier and recommends shareholders vote in favour of Resolution 5.

RESOLUTION 6 – ELECTION OF DIRECTOR – MR MALCOLM BUNDEY

General

Mr Malcolm Bunday, having been appointed on 19 May 2025 following the completion of appropriate background checks, will retire in accordance with section 8.1 of the Constitution and Listing Rule 14.4 and being eligible, seeks election from shareholders.

Qualifications and other material Directorships

Mr Bunday is a highly experienced board director and executive who has led multinational and multibillion dollar private and ASX-listed organisations through significant change, performance improvement, acquisitions and sustainable growth.

NOTICE OF 2025 ANNUAL GENERAL MEETING

As a leader of diversified global businesses based out of Australia and the United States, he brings expertise in managing complex global heavy industry operations and deep experience across professional services, manufacturing and primary industries and private equity.

Effective 15 September 2025, and as the result of the merger of Brickworks Ltd and Washington H. Soul Pattinson and Company Ltd (Soul Patts), Mr Bunday has transitioned to become a Non-Executive Director of Soul Patts.

Board recommendation

Mr Bunday's executive leadership experience in professional services, manufacturing, primary industries and private equity enhances the Board's broad range of skills and experience.

As Chair of the Board, Mr Bunday plays a critical role in guiding the company through a period of heightened governance and financial focus. The Board values his leadership in fostering a culture of accountability, transparency and high performance.

His appointment as Chair has brought renewed focus to Board effectiveness and oversight, particularly in relation to stakeholder expectations, executive conduct and the restoration of trust following recent events. The Board is confident his appointment will support delivery of the company's strategy in a way that aligns with the company's purpose and values and shareholder expectations.

The Board (with Mr Bunday abstaining) unanimously supports the election of Mr Malcolm Bunday and recommends shareholders vote in favour of Resolution 6.

RESOLUTION 7 – APPROVAL FOR GRANT OF SECURITIES TO NON-EXECUTIVE CHAIR

Background

Shareholder approval is sought for the grant of up to 780,000 one-off Options (split over three years) for the Non-Executive Chair Malcolm Bunday under the company's Equity Incentive Plan (**EIP**) (**Options Package**).

Mr Bunday has joined the Board of Mineral Resources Limited during the most challenging period in the company's history. This has included overseeing governance uplift and the previously announced Managing Director succession process, navigating complex regulatory matters, driving a strict focus on operational delivery and balance sheet repair and ultimately restoring shareholder confidence.

The Board responded to stakeholder and investor feedback to urgently appoint a Chair with the skill, independence and resolve to lead Mineral Resources through a complex period of transformation. Ultimately, the Board unanimously agreed Mr Bunday was the only candidate who met all the critical criteria and could command the confidence of shareholders, regulators, management and employees.

In recognition of the need to attract and retain an individual of Mr Bunday's calibre and the significant time commitment required to fulfil his duties, and following a consultation with key shareholders, the Board determined Mr Bunday's remuneration package should include the one-off three-year Options Package to align his interests toward long-term shareholder value creation.

The Options Package differs from that offered to Executive KMP, in that it is a one-off award with an exercise price set at the value of Mineral Resources' shares in the week leading up to his appointment (\$25.40), vesting over three years depending on Mineral Resources' share price exceeding the hurdle rates in the week preceding 30 June 2026, 2027 and 2028, as per the table under Details of Options Package below. As a consequence of this Exercise Price and on the assumption that all options vest, Mr Bunday will have to pay \$19,812,000 (780,000 x \$25.40) to exercise the options into shares.

The option grants is designed to:

- align Mr Bunday's interests with those of shareholders, with value only realised if the company's performance improves over an extended period of time
- reflect the significant time commitment Mr Bunday has already devoted since his appointment, far exceeding the expectations of a typical Chair role
- compensate for the risks and reputational exposure associated with leading Mineral Resources through regulatory investigations, governance reform and leadership transition.

Under Mr Bunday's leadership, the Board is confident Mineral Resources will navigate its current challenges, rebuild trust and deliver sustainable value to shareholders.

The Nomination Committee and the Board acknowledge options grants to non-executive directors are not considered a common practice in the Australian market, mainly due to the perceived impact on director independence. The Committee has carefully assessed the effect of the Options Package on Mr Bunday's independence and is confident the options grant does not compromise his ability to act in the best interests of all shareholders.

The Committee also believes Mr Bunday's decisions to date have demonstrated a strong commitment to transparency, accountability and governance reform. The structure ensures any benefit received by the Chair only occurs if the company's share price experiences a substantial and sustained increase during the first three years of his tenure.

Under ASX Listing Rule 10.14, shareholder approval is required for the issue of securities to a Director under an employee incentive scheme. Because Mr Bunday is a Director of Mineral Resources, approval is sought under ASX Listing Rule 10.14, and for all other purposes, for the grant of the Options to Mr Bunday.

It is intended that any Shares allocated to Mr Bunday upon exercise of any vested options will be sourced on-market which does not require shareholder approval, however shareholder approval is being sought for good governance and to maintain flexibility for Mineral Resources to be able to issue shares to satisfy the vesting of Options.

If Shareholder approval is given, Mr Bunday will be granted the Options Package at nil cost but with an Exercise Price (as defined under the Details of Options Package below) of \$25.40 per share. The package will be issued within 12 months of the AGM with the vesting and measurement occurring over the following three years as outlined.

If Shareholder approval is not given, the Board will consider alternative ways to appropriately incentivise and reward Mr Bunday. Mr Bunday also advised the Board that, in addition to viewing the outcome of Resolution 6 (his own election as Director) as a measure of shareholder support, he regards the outcome of Resolution 7 (approval of the proposed option grant) as indicative of broader shareholder support and confidence in his leadership and the direction of the new Board. Should either resolution not receive majority support, the Board would conclude that the shareholders and proxy advisors prefer to take an alternate path which currently remains undetermined.

An overview of the key elements of the Options Package is set out below.

Details of Options Package

- Mr Bunday is proposed to be granted up to 780,000 Options. An Option is a right to acquire a Mineral Resources Share subject to satisfaction of relevant vesting conditions and payment of the exercise price.
- No dividends are paid to, or received by, Mr Bunday on any Options prior to vesting and exercise. Mr Bunday will be entitled to receive a dividend equivalent payment in respect of each Option that vests, paid in cash. This payment will have an equivalent value to the gross dividends (unadjusted for tax) that would have been payable to Mr Bunday had Mr Bunday held Shares (rather than Options) from the first day of appointment to Chair of the Board.
- The Options Package will be granted in three tranches, which will each vest based on the relevant Volume Weighted Average Price (VWAP) of Mineral Resources Shares being at or above:
 - \$30.00 for the five trading days up to and including 30 June 2026
 - \$35.00 for the five trading days up to and including 30 June 2027
 - \$40.00 for the five trading days up to and including 30 June 2028.

Vesting Conditions

- The Vesting Conditions have been chosen to incentivise Mr Bunday to focus on long-term share price growth. In particular, the Options Package is weighted toward long-term performance, with 49% of the total number of options scheduled to vest in the third year, on 30 June 2028, so rewards will only vest if there is sustained value creation. The final tranche of potential options are exercisable out to 2031.

Tranche	Number of potential options	Share price vesting hurdle	Share price vesting hurdle growth (from first day of vesting period)	Vesting date
Tranche 1	200,000 (25.6%)	\$30	18.1%	1 July 2026
Tranche 2	200,000 (25.6%)	\$35	37.8%	1 July 2027
Tranche 3	380,000 (48.8%)	\$40	57.5%	1 July 2028
Total	780,000 (100%)			

Vesting and exercise of Options

- Following vesting of Options, Mr Bunday may exercise options by paying the exercise price of \$25.40 per share (Exercise Price) within three years of the relevant Vesting Date of each Tranche. This means that upside to Mr Bunday would be the difference between the Exercise Price and the actual price of Mineral Resources Shares at the date of exercise. As a consequence of this Exercise Price and on the assumption that all options vest, Mr Bunday will have to pay \$19,812,000 (780,000 x \$25.40) to exercise the options into shares.
- The Exercise Price has been determined by reference to the VWAP of the company's shares in the five business days up to and including 16 May 2025 based on the week prior to Mr Bunday being appointed as Director of the company.

NOTICE OF 2025 ANNUAL GENERAL MEETING

- The fair value of the Options was assessed as \$8,491,800, by an independent third party using a hybrid single barrier option pricing model which incorporates a Monte Carlo simulation. The actual value Mr Bunday may derive from this allocation of Options remains subject to achieving the minimum Share price threshold for each Tranche and the Mineral Resources Share price on the date of exercise.
- If the Vesting Conditions for a tranche of Options are not met prior to the relevant Vesting Date, the Options in that tranche will lapse and cannot be carried over and exercised if the next Vesting Condition is met (i.e. there will be no re-testing).
- For example, if the Vesting Condition for Tranche 1 is not met via a five-day VWAP by 30 June 2026 of \$30.00, 200,000 Options will lapse. The remaining 580,000 Options will remain on foot, subject to the relevant Vesting Conditions for Tranche 2 and Tranche 3.
- Upon vesting and exercise of Options, Mr Bunday will be free to deal with the Shares allocated, subject to the *Securities Trading Policy* and the *Minimum Shareholding Policy*.

Adjustments to Options

- In the event the company undertakes a corporate action or capital reconstruction (including, for example, a bonus or rights issue, or a capital reorganisation) the Options may be adjusted in accordance with the ASX Listing Rules.
- Where the Exercise Price is adjusted due to a corporate or other event, the minimum Share price threshold (i.e. \$30.00, \$35.00, \$40.00) that needs to be reached for a Vesting Condition to be met must also be adjusted in the same manner (e.g. if the Exercise Price is reduced by 10%, the minimum Share price thresholds must also be reduced by 10%).
- The minimum Share price thresholds must also be adjusted for other corporate events to reflect the effect of the corporate event on the market price or value of Shares.

Cessation as a Director

- If Resolution 6 does not receive a majority of votes cast in favour, the Options will not be granted.
- If Mr Bunday otherwise ceases to be a director prior to a Vesting Date, any unvested Options will automatically lapse unless the Board determines otherwise (e.g. for health reasons).

Malus and clawback

- The Board has discretion to lapse Options that are on foot or claw back previously vested Options, for example if the Board concludes that Options should not vest or should not have vested due to fraud, dishonesty, negligence or breach of duties of any person.

Change of control

- In general, where a Change of Control event occurs, all Vesting Conditions will be taken to have been met and all unvested Options will vest upon the happening of the change.

Information required under the ASX Listing Rules

In accordance with ASX Listing Rule 10.15, the company provides the following information:

- Mr Bunday's FY25 base fixed annual remuneration is \$750,000 per annum, delivered as director's fees. He does not receive any fees for chairing, or being a member of, any of the Board's sub-committees.
- During the year, the company adopted a *Minimum Shareholding Policy* for Non-Executive Directors (NEDs). Under the policy, NEDs are encouraged to acquire and maintain directly or indirectly through their associates (as defined by the *Corporation Act 2001 (Cth)*), a minimum number of Shares in the company, the value of which is equal to 100% of their FY25 NED base Board fee (or the NED base Board fee at the time of appointment for those appointed after FY25). If a NED's holding is less than the minimum required under the policy, their fees will be settled 50% in cash and 50% in Shares. Once the minimum requirement is met, Directors may elect to receive their fees in cash, Shares or a mix of the two.
- The minimum shareholding should be reached within three years of appointment to the Board. The value of the Director's shareholding will be determined as the higher of the cost of acquisition or the market value of the Shares. The minimum holding assessment is undertaken at the end of each financial year.
- NEDs are subject to the company's *Securities Trading Policy*.
- There is no acquisition value of these Options as the Options are a part of Mr Bunday's remuneration, however Mr Bunday will be required to pay an Exercise Price of \$25.40 per share should the vesting hurdle be met and should Mr Bunday choose to exercise the Options.
- No loan is to be provided by the company to Mr Bunday in relation to the Options Package.
- Mr Bunday has not previously been issued securities under the EIP.
- Details of any securities issued under the FY25 Options Package will be published in the Annual Report of the company in the period in which the securities are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Malcolm Bunday and Chris Ellison are the only directors who are eligible to participate in the EIP. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under

the EIP after Resolution 7 is approved, and who were not named in the Notice, will not participate until approval is obtained under ASX Listing Rule 10.14.

A voting exclusion statement applies to this Resolution.

Board recommendation

The Board (with Mr Bundey abstaining) unanimously recommends shareholders vote in favour of Resolution 7.

Note – due to his eligibility to participate in the Equity Incentive Plan, Mr Ellison will not vote on this resolution.

RESOLUTION 8 – APPROVAL FOR GRANT OF SECURITIES TO MANAGING DIRECTOR

Background

On 4 November 2024, the company provided an update to shareholders on corporate governance and leadership succession including that Managing Director Chris Ellison would resign within 12-18 months to assist in an orderly transition to his successor. Since that time, the company has strengthened its oversight and remuneration governance frameworks to ensure alignment with shareholder expectations and long-term value creation. There has also been considerable change to the composition of the Board, including the appointment of a new Chair who has taken responsibility for leading the succession process of Mr Ellison.

The Board is conscious that the appointment of Mr Ellison's successor will be a significant step for the company and is determined to conduct a careful and thorough process for the benefit of all shareholders. While the Board continues to work towards the indicative timeline previously communicated, it has determined that identifying the most suitable candidate must take precedence. Mr Ellison has committed to working with the Board throughout this process to ensure a seamless and orderly transition in the best interests of shareholders.

During FY25 and FY26, Mr Ellison has been instrumental in delivering record mining services earnings, reducing costs and capital through volatile commodity cycles, as well as leading asset rationalisation and monetisation efforts. Additionally, under his oversight, the Onslow Iron project was approved, constructed and ramped-up to nameplate in a short period of time, with updates to its resource and ore reserve estimates reaffirming its potential as a long-life, low-cost iron ore asset. He has also overseen efforts to develop an industry-leading camp at Onslow Iron to create a safe environment for the company's female workforce and help to address significant mental health challenges within the FIFO industry.

Mr Ellison also oversaw the successful refinancing of US\$700 million in Senior Unsecured Notes in September 2025, extending the tenure of the debt book and achieving the company's lowest US bonds coupon rate.

The Board acknowledges the significant contributions of Mr Ellison and his cooperation in the process to find and transition to his successor.

The Board also notes Mr Ellison has previously forfeited incentive entitlements in prior periods. However, while he remains as Managing Director, Mr Ellison is entitled to be fairly remunerated in accordance with the company's remuneration policy for KMP and his employment agreements. This includes participation in the company's Short and Long-Term Incentive Plans.

The Board has considered the best structure for long-term incentives for the Managing Director, given his succession has been previously announced, balanced with the benefit of a simple and consistent approach to rewards across all senior executives.

The Board was particularly conscious that the structure of the LTI ensures any reward is contingent on sustained company performance and a successful leadership transition, aligning Mr Ellison's interests with those of shareholders even beyond his tenure.

In that light, the Board has determined the Managing Director will participate in the FY26 grant of the Short-Term Incentive Plan and the Long-Term Incentive Plan, with vesting for the Long-Term Incentive Plan subject to:

- the four-year average ROIC achieved by the company over a range, as described below
- the identification and appointment of, and successful transition to, Mr Ellison's successor
- compliance with the company's *Code of Conduct* and other applicable policies, including not engaging in conduct that would, in the Board's view, bring the company into disrepute during the performance period.

The Board anticipates that, following a smooth transition to his successor, Mr Ellison would qualify as a 'Good Leaver' and, subject to the discretion of the Board, be entitled to retain a pro-rata share of the Long-Term Incentive Plan grant (based on time served), with those LTI rights remaining on-foot and being tested in the ordinary course against the vesting conditions.

This approach has been designed to remunerate Mr Ellison fairly for the responsibilities of his position, while aligning his interests with shareholders' by providing rewards subject to the company generating attractive rates

NOTICE OF 2025 ANNUAL GENERAL MEETING

of return on invested capital on average over the next four years, including the remainder of Mr Ellison's tenure and the years immediately following.

The Board retains full discretion over the vesting of any incentive awards and will assess outcomes in the context of overall performance, conduct and shareholder outcomes. This ensures any reward is earned and appropriate.

Under the terms of the STI plan, a participant must be employed by the company on the date of payment to be eligible for payment. Any participant whose employment has terminated before payment date is not entitled to an STI payment and any unvested STI Share Rights lapse on the date of employment termination.

As such, Mr Ellison would only be entitled to STI amounts (be they cash or deferred share rights) that have vested during his employment. Any unvested STI Share Rights would lapse on the termination of his employment regardless of Good Leaver status.

Grant of securities

As a result, shareholder approval is sought for the grant of Share Rights for Mr Ellison. This is comprised of:

- FY26 LTI plan: 136,849 rights to acquire fully paid ordinary Shares in the Company (Share Rights) equal to the maximum LTI opportunity, being 180% of his Base FAR. The quantity of Share Rights to be provided is based on the LTI value divided by the VWAP for the five trading days up to and including the last day of the award year, being \$21.05 at 30 June 2025, or a value of \$5.97 million based on the closing share price on 8 October 2025.
- FY26 STI plan: deferred Share Rights of a value not in excess of \$1,000,000 that Mr Ellison may become entitled to receive based on FY26 annual performance.

An overview of the key elements of the company's FY26 LTI and STI plans is set out below.

Under ASX Listing Rule 10.14, shareholder approval is required for the issue of securities to a Director under an employee incentive scheme. Given Mr Ellison is a Director of MinRes, approval is sought under ASX Listing Rule 10.14 for the proposed grant of Share Rights.

If shareholder approval is given, the company expects to issue the FY26 STI deferred Share Rights and FY26 LTI Share Rights to Mr Ellison under the terms of those plans no later than 12 months after the date of this meeting, but in any event, as per Listing Rule 10.15, will be able to proceed with the grant of the FY26 STI deferred Share Rights and the FY26 LTI Share Rights within three years after the date of the Meeting.

FY26 LTI plan:

- The purpose of the LTI plan is to focus Mr Ellison on:
 - achieving a high and sustained ROIC over the longer term, being a total of four years, including the current financial year (Grant Year)
 - encouraging agility and entrepreneurialism to seize opportunities for higher returns contingent on disciplined capital deployment within relatively short timeframes
 - alignment with shareholders' interests through Share Rights that are subject to performance conditions over a four-year period
 - assisting in the smooth transition to a new CEO, in the best interests of the company.
- Upon vesting, each LTI Share Right converts into one fully paid ordinary share.
- The company proposes to make a grant to Mr Ellison, equal to the maximum LTI opportunity, being 180% of his Base FAR. The quantity of Share Rights to be provided is based on the LTI value divided by the VWAP for the five trading days up to and including the last day of the award year, being \$21.05 at 30 June 2025.
- The performance period for the LTI Share Rights is from 1 July 2025 until 30 June 2029. Shares will vest in early FY30 if the performance conditions are met.
- The appointment and smooth transition to a new CEO will be a gateway condition (i.e. unless that condition is met, no LTI Share Rights will vest). The Board will determine if this condition is met.
- If the gateway condition has been met, the number of Share Rights that vest is subject to the company's average Return on Invested Capital (**ROIC**) performance over the four-year period, FY26 to FY29.
- ROIC is measured at a Group consolidated level, on the following basis:
 - $ROIC = \text{Net Operating Profit After Tax} / \text{Invested Capital}$

Where:

- Net Operating Profit After Tax (NOPAT) is calculated as the company's statutory Earnings Before Interest and Tax (EBIT) for the year, after applying the prevailing corporate tax rate. The earnings amount is adjusted

to remove the impact of changes to accounting policies and fair value adjustments for listed investments held at fair value through profit or loss, whether favourable or unfavourable

- profits arising on the monetisation of investments, such as on the formation of joint ventures or the divestment of portion of the Group's operations, are a standard part of the Group's strategy and are therefore included in NOPAT
- Invested Capital is the sum of opening balances for the relevant financial period's Net Assets and Net Interest Bearing Debt, adjusted for cumulative accounting policy adjustments and cumulative fair value adjustments for listed investments.
- The number of Share Rights that vest at the end of the performance period is determined by reference to the follow schedule:

Four-year average ROIC achievement	% of maximum LTI opportunity
Less than 12%	Nil
Between 12% and 18%	Pro-rata between 67% and 100%
18%+	100%

Consistent with prior years, the selection of 12% ROIC, being an after-tax measure, as the threshold for any Share Rights to vest, has historically reflected a level of performance materially above the company's nominal post-tax Weighted Average Cost of Capital and ensures that value-destroying performance is not rewarded (i.e. that Executive KMP are focused on achieving returns for shareholders in excess of the company's cost of capital).

The high vesting at threshold performance recognises the company has set a high bar relative to its cost of capital and to the rates of ROIC achieved by Comparator Companies. It also recognises inputs to the Cost of Capital can be volatile, so the threshold is set to remain above a cyclical increase in Weighted Average Cost of Capital.

- No dividends are paid to, or received by, Mr Ellison on any Share Rights. To promote alignment between shareholders and Mr Ellison's interests, each Share Right entitles Mr Ellison to one MinRes Share, plus an additional number of MinRes Shares equal in value to the dividends paid on a MinRes Share over the period from the grant date of the Share Rights to the date of exercise (Dividend Equivalent Rights (**DER**)).

DERs will be calculated with reference to the number of Shares Mr Ellison would have received on his exercised Share Rights had they been participating in a MinRes dividend reinvestment plan over the period between the award and exercise of the Share Rights (and applying an assumption that the dividend reinvestment plan was active for every MinRes dividend paid in this period).

- The Board has the discretion to lapse Share Rights that are on foot, or claw back previously vested LTI awards, if for example the Board concludes that Share Rights should not vest or should not have vested due to:
 - fraud, dishonesty or fundamental breach of duties (including misstatement or manipulation of financial information) of any person
 - the intentional or inadvertent conduct of any person that the Board determines resulted in an unfair benefit being obtained by a participant.
- As noted above:
 - it is intended that if Mr Ellison departs as a Good Leaver, a pro-rata portion of his LTI Share Rights will remain on foot and be eligible for vesting in the ordinary course, subject to the vesting conditions summarised above
 - the Board retains discretion to determine the treatment of unvested LTI Share Rights upon cessation of employment.
- In the event the company undertakes a corporate action or capital reconstruction (including, for example, a bonus or rights issue, or a capital reorganisation), the Board may, subject to the ASX Listing Rules, adjust the terms of Performance Rights to ensure no material advantage or disadvantage accrues to a participant.
- In the event of a potential Change of Control, the Board may exercise its discretion to determine whether to vest granted but unvested Share Rights.

NOTICE OF 2025 ANNUAL GENERAL MEETING

FY26 STI plan:

- The maximum STI opportunity for Mr Ellison under the FY26 STI plan is equal to 125% of Base FAR (Maximum STI Opportunity). The STI grant for FY26 will be based on the FY26 STI measurement criteria, which remain consistent with the FY25 STI measurement criteria, as set out in section 5.2 of the *2025 Remuneration Report*.
- The STI outcome for the MD is determined by a Group performance assessment matrix which includes:
 - safety, governance and sustainability
 - strategic growth
 - financial and operational performance
 - organisational culture.
- Subject to his and the company's performance for FY26, Mr Ellison may become eligible for up to 100% of the Maximum STI Opportunity. STI Awards up to 50% of the Maximum STI Opportunity are settled in cash following year end. Any remaining amounts that exceed 50% are deferred and settled in the form of Share Rights that vest in two equal instalments: one year and two years following grant of the Rights (half in early FY28 and half in early FY29).
- The quantity of Share Rights provided will be based on the deferred value divided by the VWAP for the five trading days up to and including the last day of the award year (30 June 2026). Vesting is subject to continued service and the application of clawback and malus provisions (similar to those that apply to the LTI award – see above).
- Mr Ellison would be awarded 24,060 Share Rights based on the VWAP for the five trading days up to and including 8 October 2025, being \$41.56. Where the applicable VWAP is 10% higher, being \$45.72, Mr Ellison would be awarded 21,873 Share Rights. Where the applicable VWAP is 10% lower, being \$37.40, Mr Ellison would be awarded 26,738 Share Rights.
- If Mr Ellison ceases to be employed by the company before the date of payments/the date on which the Rights are granted, he will be ineligible for any STI payment/grant of Rights. Rights that have been awarded but have not yet vested prior to cessation of employment will lapse.
- The Board has discretion, after considering recommendations from the Remuneration and People Committee, to adjust overall STI awards or an individual's final STI award. This discretion will be exercised in the case of extraordinary events, exceptional circumstances/business performance and/or the individual's performance. The Board also has discretion to reduce performance assessment determining payment (an in-period adjustment), reduce or cancel vesting of an unvested deferred STI equity grant and/or recover any cash or grant value vested in the event of fraud, dishonesty, breach of duties, misstatement or manipulation of financial information.

INFORMATION REQUIRED UNDER THE ASX LISTING RULES

In accordance with ASX Listing Rule 10.15, the company provides the following information:

- Subject to shareholder approval, the FY26 LTI Share Rights will be granted to Mr Ellison on or around 20 November 2025 and the FY26 STIP deferred Share Rights will be granted on or around the date the company's financial results are released in August 2026 or in any event no later than three years from the date of the AGM.
- Mr Ellison's FY26 maximum remuneration is estimated to be a total of \$6,554,500 comprised of the following:

Remuneration category	FY26 value (\$)
Base FAR	1,600,000
Superannuation and other benefits	74,500
LTI Equity award (at maximum opportunity)	2,880,000
STI award (at maximum opportunity)	2,000,000
	6,554,500

In previous years, Mr Ellison has been awarded Share Rights relating to the LTI and STI plans as follows:

Financial year	Share Rights			Total Awarded	Vested	Forfeited
	LTI	STI	DER			
2014	12,073	-	-	12,073	12,073	-
2015	-	-	-	-	-	-
2016	215,082	-	-	215,082	215,082	-
2017	269,730	-	-	269,730	269,730	-
2018	168,157	-	-	168,157	168,157	-
2019	-	-	-	-	-	-
2020	142,577	25,267	23,184	191,028	191,028	-
2021	102,950	7,879	13,985	124,814	113,032	11,782*
2022	41,710	8,348	1,841	51,899	8,348	43,551
2023	58,923	4,814	1,672	65,409	2,407	63,002
2024	40,771	14,077	532	55,380	-	55,380
Total Rights awarded	1,051,973	60,385	41,214	1,153,572	979,857	173,715

*Equity rights forfeited for financial year 2021 relate to the pro-rata adjustment of LTI equity rights where the Vesting Hurdle did not exceed 18% for 100% of equity grant to vest.

- There is no acquisition value of these Share Rights as the Share Rights are a part of Mr Ellison's remuneration.
- No consideration will be paid for the FY26 STI deferred Share Rights and FY26 LTI Share Rights as they are part of Mr Ellison's remuneration package. The maximum value of the FY26 deferred STI Share Rights is \$1,000,000 and the value of the FY26 LTI Rights is \$2,880,000.
- If Resolution 8 is not passed, the company will not be able to proceed with the grant of the FY26 STI deferred Share Rights or the FY26 LTI Share Rights to Mr Ellison and other substitute remuneration/cash equivalents may be paid to Mr Ellison at the Board's discretion.
- Details of any securities issued under the FY26 STI and LTI plans will be published in the 2026 Annual Report of the company in the period in which the securities are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Chris Ellison and Malcolm Bunday are the only directors eligible to participate in the EIP. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after Resolution 8 is approved, and who were not named in the Notice, will not participate until approval is obtained under ASX Listing Rule 10.14.

A voting exclusion statement applies to this Resolution.

Board recommendation

The Board (with Mr Ellison abstaining) unanimously recommends shareholders vote in favour of Resolution 8.

RESOLUTION 9 – CONDITIONAL BOARD SPILL MEETING RESOLUTION

At last year's AGM, more than 25% of the votes cast on the resolution to adopt the *2024 Remuneration Report* were cast against adopting the report and the company received a 'first strike'.

Resolution 9 is a conditional resolution and will only be put to the meeting if at least 25% of the votes validly cast on Resolution 1 are cast against the adoption of the *2025 Remuneration Report* and the company receives a 'second strike'.

To pass, Resolution 9 requires an ordinary majority (more than 50%) of the votes to be validly cast in favour of it. If Resolution 9 is passed, a Spill Meeting must be held within 90 days of the date of the AGM to vote on the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

NOTICE OF **2025 ANNUAL GENERAL MEETING**

If a Spill Meeting is held, the following Non-Executive Directors will automatically vacate office immediately before the end of the Spill Meeting¹ unless they stand for re-election and are re-elected at the Spill Meeting:

- Malcolm Bunday
- Xi Xi
- Colleen Hayward
- Ross Carroll
- Lawrie Tremaine

being the current Directors (other than the Managing Director) who were in office when the Board approved the last *Directors' Report* and who stand for election/re-election.

Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to vote at the Spill Meeting. Eligibility to stand for election or re-election at the Spill Meeting will be determined in accordance with the company's Constitution.

Each of the Directors listed above is eligible to stand for election/re-election at the Spill Meeting, but there is no guarantee they will choose to stand for election/re-election.

In deciding how to vote on any Spill Meeting resolution put to the AGM, the Board strongly urge shareholders to consider the following factors:

- The substantial additional expense which holding a Spill Meeting would cause.
- The recent work done around director renewal, that has been designed to achieve the right mix of skills and experience on the Board.
- The disruption to the company which would be caused by further changes to the Board composition.
- The company's response to the 'first strike' received at the 2024 AGM, which is set out in section one of the *2025 Remuneration Report*.

It is proposed that any such vote on the spill resolution would be conducted using personal mobile devices. Such a process results in each shareholder having one vote for each share held and in respect of which a vote is cast (subject to the voting exclusions).

A voting exclusion statement applies to this Resolution.

Board recommendation

The Board recommends shareholders vote against the conditional Spill Meeting resolution.

¹ This assumes all Directors in office at 27 August 2025 (i.e. the date on which the Directors' Report was approved) are elected at the 2025 AGM under Resolutions 2, 3 and 6.

GLOSSARY

\$ means Australian dollars.

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

ASX means ASX Limited or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Base FAR means fixed annual remuneration excluding superannuation and other fixed elements of remuneration.

Board means the current board of Directors of the company.

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
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

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

Constitution means the company's constitution.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors means the current directors of the company.

Dividend Equivalent Rights (DER) means the additional number of company shares equal in value to the dividends paid on a company share over the period from the grant date of the shares to the date of exercise.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Group means the company, its subsidiaries, and associated companies.

Key Management Personnel (KMP) 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.

LTIP means Long Term Incentive Plan under the company's remuneration plan.

Managing Director means the managing director of the company.

Net Assets means total assets less total liabilities of the company.

Net Interest Bearing Debt means gross debt less cash and cash equivalents.

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 *Directors' Report* section of the company's Annual Report.

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

Right means an entitlement to a share or, in certain circumstances, to a cash payment, subject to satisfaction of applicable conditions (including any Vesting Condition) and compliance with any applicable exercise procedure.

ROIC means Return on Invested Capital.

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

Shareholder means a holder of a share.

STIP means Short Term Incentive Plan under the company's remuneration plan.

Vesting Condition means performance, service or other conditions that must be satisfied or circumstances which must exist before a plan security vests.



WWW.MINERALRESOURCES.COM.AU







20 WALTERS DRIVE
OSBORNE PARK
WESTERN AUSTRALIA 6017

LOCKED BAG 13
OSBORNE PARK DC
OSBORNE PARK
WESTERN AUSTRALIA 6916

P: +61 8 9329 3600
RECEPTION@MRL.COM.AU
WWW.MINERALRESOURCES.COM.AU

Need assistance?**Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**
www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **9:30am (AWST) on Tuesday, 18 November 2025.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188270

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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

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

☐ the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 Mineral Resources Park - Function Room, 42 Bishopsgate Street, Lathlain, WA 6100 and as a virtual meeting on Thursday, 20 November 2025 at 9:30am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 9 where the Chair of the Meeting intends to vote against.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 7, 8 and 9 by marking the appropriate box in step 2.

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.

Please Note: please be aware that if the Chair of the Meeting is appointed as your proxy (or becomes your proxy by default), the Chair of the Meeting intends to vote available proxies in the same manner set out beside each resolution. This reflects the recommendation of the board.

BOARD RECOMMENDED RESOLUTIONS

The Board recommends shareholders vote **FOR** Resolutions 1, 2, 3, 4, 5, 6, 7 and 8

		Board Recommendation	For	Against	Abstain
1	Adoption of Remuneration Report	FOR	☐	☐	☐
2	Election of Director – Mr Ross Carroll	FOR	☐	☐	☐
3	Election of Director – Mr Lawrie Tremaine	FOR	☐	☐	☐
4	Election of Director – Mr Colin Moorhead	FOR	☐	☐	☐
5	Election of Director – Ms Susan Ferrier	FOR	☐	☐	☐
6	Election of Director – Mr Malcolm Bunday	FOR	☐	☐	☐
7	Approval for grant of Securities to Non-Executive Chair	FOR	☐	☐	☐
8	Approval for grant of Securities to Managing Director	FOR	☐	☐	☐
NON-BOARD ENDORSED RESOLUTIONS					
The Board recommends shareholders vote AGAINST Resolution 9					
9	Conditional Board Spill Meeting Resolution	AGAINST	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 9 where the Chair of the Meeting intends to vote against. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically