



# Mineral Resources Limited

ABN 33 118 549 910  
ACN 118 549 910

25 Wellard Street  
Bibra Lake WA 6163  
Ph 08 9434 4922  
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9 October 2006

Company Announcements  
Australian Stock Exchange Limited  
Level 8, Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

Dear Sirs,

## NOTICE OF ANNUAL GENERAL MEETING

The following documents are for immediate release to the markets:

1. Notice of Annual General Meeting,
2. Explanatory Memorandum, and
3. Proxy Form.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Bruce Goulds'.

**Bruce Goulds**  
Company Secretary



# **Mineral Resources Limited**

**ABN 33 118 549 910**

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the FIRST ANNUAL GENERAL MEETING of Mineral Resources Limited will be held at the Celtic Club of Western Australia, 48 Ord Street, West Perth, on Thursday, 9 November 2006 at 10am.

### **BUSINESS:**

#### **1. Annual Financial Report**

To receive, consider and adopt the financial report of the company and of the economic entity for the year ended 30 June 2006 and the reports by directors and auditors thereon.

#### **2. Remuneration Report**

To receive, consider and adopt the remuneration report of the company and of the economic entity for the year ended 30 June 2006.

The following resolution be put as a non-binding ordinary resolution:

*"That the remuneration report of the company and of the economic entity for the year ended 30 June 2006 as contained within the director's report and the financial statements of the company be adopted."*

#### **3. Dividend**

To ratify an initial interim dividend for 2006/07 of 1.2 cents per share as recommended by directors.

The following resolution be put as an ordinary resolution:

*"That the initial interim dividend of 1.2 cents per share, declared by directors on 13 September 2006, payable on 15 November 2006 for all shareholders of record on 13 October 2006 be ratified."*

#### **4. To elect three directors**

- a. Mr Michael Kiernan retires from office in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.

The following resolution be put as an ordinary resolution:

*"That, Mr Michael Kiernan, being a director of the company, who retires at this first annual general meeting in accordance with clause 13.2 of the company's constitution, and being eligible, be re-elected."*



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- b. Mr Joe Ricciardo retires from office in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.

The following resolution be put as an ordinary resolution:

*"That, Mr Joe Ricciardo, being a director of the company, who retires at this first annual general meeting in accordance with clause 13.2 of the company's constitution, and being eligible, be re-elected."*

- c. Mr Chris Ellison retires from office in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.

The following resolution be put as an ordinary resolution:

*"That, Mr Chris Ellison, being a director of the company, who retires at this first annual general meeting in accordance with clause 13.2 of the company's constitution, and being eligible, be re-elected."*

## **5. Appoint Auditors**

To consider and if thought fit, elect RSM Bird Cameron Partners as auditors of the company.

The following resolution be put as an ordinary resolution:

*"That, for the purpose of section 327B of the Corporations Law and for all other purposes, RSM Bird Cameron Partners having been nominated and consented, be appointed auditors of the company."*

## **6. Other Business**

To transact any other business which may be properly brought before the meeting in accordance with the company's constitution and the Corporations Act.

By order of the Board

BA Goulds  
Company Secretary  
9 October 2006



# **Mineral Resources Limited**

**ABN 33 118 549 910**

## **PROXIES**

Votes at the annual general meeting may be given personally or by proxy, attorney or representative. A shareholder entitled to attend and vote at this meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. A proxy may, but need not be a shareholder of the company. The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorized in writing or, if such appointor is a corporation, either under seal or under hand of an officer or his attorney duly authorized. The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the company at least 48 hours prior to the meeting. For convenience of shareholders a Proxy Form is enclosed.

## **ENTITLEMENT TO VOTE**

The board have determined that in relation to the Annual General Meeting being convened by this notice, shares will be taken to be held by the persons who are registered holders at 7pm on Monday, 6 November 2006. Accordingly, share transfers registered after this time will be disregarded in determining entitlements to attend and vote at the meeting.

## **EXPLANATORY MEMORANDUM**

To enable you to make an informed decision on the business of the meeting, an Explanatory Memorandum has been attached which provides further details on the resolutions proposed for the Annual General Meeting.



# **Mineral Resources Limited**

ABN 33 118 549 910

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of the company. The Directors recommend shareholders read this Explanatory Memorandum in full before making a decision in relation to the resolutions.

### **Item 2: Remuneration Report**

To receive, consider and adopt the remuneration report of the company and of the economic entity for the year ended 30 June 2006.

The remuneration report for the year is set out in the director's report on page 16 of the annual report. Additional information may also be found in Note 20 on page 41 of the annual report. The board submits the remuneration report to shareholders for consideration and adoption by way of non-binding resolution as required by the Corporations Act. The vote on this report is advisory only and does not bind directors of the company. However, the board will consider the outcome of the vote when reviewing the remuneration policy.

### **Item 3: Dividend**

To ratify an initial interim dividend for 2006/07 of 1.2 cents per share as recommended by directors.

In the prospectus issued by the company on 5 July 2006, the directors undertook to make a dividend to shareholders of 1.2 cents per share payable in the second quarter of 2006/07. Directors declared this dividend in accordance with this undertaking on 13 September 2006, payable on 15 November 2006 for all shareholders of record on 13 October 2006.

### **Item 4: Elect Directors**

Clause 13.2 of the company's constitution requires that "*subject to clause 17.4 (the Managing Director excepted), at the Company's first annual general meeting after incorporation, all the Directors shall retire from office*". Messrs Kiernan, Ricciaro and Ellison therefore retire from office in accordance with the constitution and, being eligible, offer themselves for re-election. Directors are to be elected by separate resolutions.

### **Item 5: Appoint Auditor**

To consider and if thought fit, elect RSM Bird Cameron Partners as auditors of the company.

As this is the first annual general meeting of the company the Corporations Act requires that shareholders appoint auditors for the company. RSM Bird Cameron Partners, have been duly nominated by Keneric Nominees Pty Ltd, a member of the company, and have consented to be appointed as auditor. The original nomination is held at the company's registered office and is available for viewing on request.

**All correspondence to:**  
 Computershare Investor Services Pty Limited  
 GPO Box D182 Perth  
 WA 6840 Australia  
 Enquiries (within Australia) 1300 557 010  
 (outside Australia) 61 3 9415 4000  
 Facsimile 61 8 9323 2033  
 www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001  
 000  
 MIN  
 MR JOHN SMITH 1  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



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**Appointment of Proxy**

I/We being a member/s of Mineral Resources Limited and entitled to attend and vote hereby appoint



the Chairman  
 of the Meeting  
 (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the Annual General Meeting of Mineral Resources Limited to be held at Celtic Club, 48 Ord Street, West Perth, Western Australian on Thursday, 9 November 2006 at 10.00am (WST) and at any adjournment of that meeting.

**Voting directions to your proxy - please mark  to indicate your directions**

- Item 1 Adoption of Remuneration Report
- Item 2 Ratification of Initial Interim Dividend
- Item 3 Elect a Director - Mr Michael Kiernan
- Item 4 Elect a Director - Mr Joe Ricciardo
- Item 5 Elect a Director - Mr Chris Ellison
- Item 6 Appoint Auditors - RSM Bird Cameron Partners

	For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

**Appointing a second Proxy**

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy.

AND



%

OR



State the percentage of your voting rights or the number of securities for this Proxy Form.

**PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



Individual/Sole Director and  
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

## 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at [www.computershare.com](http://www.computershare.com).

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.00am (WST) on Thursday, 9 November 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged using the reply paid envelope or:

- IN PERSON Registered Office - 25 Wellard Street, BIBRA LAKE WA 6163  
Share Registry - Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000 Australia
- BY MAIL Registered Office - 25 Wellard Street, BIBRA LAKE WA 6163  
Share Registry - Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840 Australia
- BY FAX 61 8 9323 2033