

MINERAL RESOURCES LIMITED

ACN 118 549 910

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am (WST)

DATE: TUESDAY, 18 NOVEMBER 2008

PLACE: PARMELIA HILTON, MILL STREET, PERTH

MINERAL RESOURCES LIMITED

ACN 118 549 910

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

The following matters comprise an addendum to the Notice of Annual General Meeting of Mineral Resources Limited dated 14 October 2008 (**Notice**). The Notice has been sent to Shareholders and this addendum includes additional information for the consideration of Shareholders in respect of Resolutions 5 and 6.

1. **Resolution 5 – Issue of Unlisted Share Options to Mr Mark Dutton**

Resolution 5 relates to the proposed grant of options to a Director, Mr Mark Dutton.

Subsequent to the dispatch of the Notice, the Company has become aware that the Notice required further explanatory information in respect of Resolution 5 and its structure would need to be varied. As this resolution is to provide a benefit to a related party of the Company, a further 28 day notice period would be required to be observed from the time of issuing the additional information. This would preclude the Company from holding its Annual General Meeting within the required statutory time frame.

Given that the validity of Resolution 5 as it was presented in the Notice is in question, at the Annual General Meeting, the Chairman intends to accept a motion, or to himself move, that Resolution 5 not be heard and the Meeting proceed to the next item of business.

The Company intends to seek shareholder approval for the matters the subject of Resolution 5 at a subsequent general meeting of the Company.

2. **Resolution 6 – Ratification of the Issue of Unlisted Share Options to Hancock Prospecting Pty Ltd**

Resolution 6 relates to the proposed ratification of the grant of unlisted share options to Hancock Prospecting Pty Ltd.

The following additional information is provided below for consideration by Shareholders in respect of this Resolution.

First, the Resolution is to be read subject to the following voting exclusion statement:

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Hancock Prospecting Pty Ltd or any of its associates. However, the Company need not disregard a vote if it is cast by Hancock Prospecting Pty Ltd as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Second, the key terms of the options are as follows:

Terms of the Options:

The Options were issued as 3 separate tranches of 5,000,000 options with the key terms summarised below:

- (a) Options granted were for nil consideration and therefore no funds are being raised as a result of the grant.
- (b) Each Option gives the Optionholder the right to subscribe for one Share on exercise ranking pari passu in all respects with other Shares on allotment.
- (c) Each Option is exercisable at \$6.05 (**Exercise Price**) each.
- (d) The Options are not transferable, and have no dividend or voting rights.
- (e) The Company will not apply for quotation of the Options on ASX.
- (f) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 15 Business Days after the date of allotment of those Shares.
- (g) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (h) If from time to time on or prior to Expiry Date the Company makes an issue of shares to the holders of ordinary shares in the Company by way of capitalisation of profits or reserves (a Bonus Issue), then upon exercise of the Options the Optionholder will be entitled to have issued to it (in addition to the Shares which would otherwise be issued to it upon such exercise) the number of shares of the class which would have been issued to it under that Bonus Issue (Bonus Shares) if on the record date for the Bonus Issue the Optionholder had been registered as the holder of the number of Shares of which it would have been registered as holder if, immediately prior to that date, the Optionholder had duly exercised the Options and the Shares the subject of such exercise had been duly allotted and issued to it. The Bonus Shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the Bonus Issue and upon issue will rank pari passu in all respects with the other shares allotted under the Bonus Issue.
- (i) If there is a pro rata issue (other than a Bonus Issue) to the holders of ordinary shares in the Company during the currency of, and prior to the exercise of any Options, the Exercise Price of an Option will be reduced according to the formula provided for in the ASX Listing Rules.
- (j) The first tranche of 5,000,000 options may be exercised in the period commencing on the date of issue of the holding statement and expiring at 5:00 pm (WST) on 6 August 2010 (Expiry Date).

- (k) The second tranche of 5,000,000 options may be exercised in the period commencing on the date which is 12 months after the date of issue of the holding statement and expiring at 5:00 pm (WST) on 6 August 2011(Expiry Date) subject to meeting certain conditions contained in the agreement between Hancock Balfour Downs Pty Ltd, Gayna Park Pty Ltd and Process Minerals International Pty Ltd dated 7 August 2008 by 30 June 2009.

- (l) The third tranche of 5,000,000 options may be exercised by the period commencing on the date which is 24 months after the date of issue of the holding statement and expiring at 5:00 pm (WST) on 6 August 2011(Expiry Date) subject to meeting certain conditions contained in the agreement between Hancock Balfour Downs Pty Ltd, Gayna Park Pty Ltd and Process Minerals International Pty Ltd dated 7 August 2008 by 30 June 2009.

If shareholders have any queries in respect of the Notice or this addendum they should contact the Company Secretary on (08) 9437 7000.

DATED THIS 31 DAY OF OCTOBER 2008

**BY ORDER OF THE BOARD
B GOULDS
COMPANY SECRETARY**