

15 OCTOBER 2021

## Notice of 2021 Annual General Meeting and related materials

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) ('MRL' or 'the Company') 2021 Annual General Meeting:

- Letter to Shareholders;
- Notice of Meeting; and
- Proxy Form.

A copy of the Company's 2021 Annual Report (if requested) was mailed on 8 October 2021 to shareholders who requested a printed copy.

Shareholders who have elected not to receive a printed copy of the 2021 Annual Report can download a copy from the Mineral Resources website at [www.mrl.com.au](http://www.mrl.com.au), along with a copy of the 2021 Sustainability Report.

**ENDS**

*This announcement dated 15 October 2021 has been authorised for release to the ASX by Derek Oelofse, Group Financial Controller/Company Secretary of Mineral Resources Limited.*

For further information, please contact:

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### About Mineral Resources

Mineral Resources Limited (ASX: MIN) is a Perth-based leading mining services provider, with a particular focus on the iron ore and hard-rock lithium sectors in Western Australia. Using technical know-how and an innovative approach to deliver exceptional outcomes, Mineral Resources has become one of the ASX's best-performing contractors since listing in 2006.

15 October 2021

**MINERAL RESOURCES LIMITED 2021 ANNUAL GENERAL MEETING**

Dear Shareholder,

I am pleased to invite you to Mineral Resources Limited's 2021 Annual General Meeting (AGM) on Thursday, 18 November 2021 at 9.30am (AWST).

**Hybrid AGM**

Similar to last year, in light of the global COVID-19 pandemic and continuing developments around government restrictions, the AGM will be held at the West Coast Eagles' training ground, Mineral Resources Park, subject to health and safety and social distancing requirements applicable at the time of the meeting. Steps have been taken to ensure all Shareholders who wish to physically attend the AGM can safely do so while abiding by government restrictions, however as numbers may be restricted you are strongly encouraged to attend 'virtually' via the on-line AGM portal (details below).

If you are attending the AGM in person, registration will commence at 9.00am (AWST). Please bring your Voting Form with you; using the bar code appearing at the top of the Voting Form will assist to speed up the registration process.

We will be providing Shareholders the option to attend the AGM virtually via the online AGM platform on the day of the meeting. To participate online, live on the day of the meeting, you will need to go to <https://web.lumiagm.com/324102644>. Further details on attending the AGM virtually, including how to vote, comment and ask questions during the AGM, are set out in the Notice of Meeting available at [www.mrl.com.au](http://www.mrl.com.au).

Any holder wishing to lodge a proxy vote or lodge questions ahead of the meeting can do so by logging onto [www.investorvote.com.au](http://www.investorvote.com.au) and entering the Control Number and holder number (SRN/HIN). Alternatively, you may complete and return the enclosed Proxy Form as per the instructions included within the Notice of Meeting (details below). To be valid, Proxy Form or electronic voting instructions must be received by 9.30am (AWST) Tuesday, 16 November 2021. Lodging questions or casting your proxy vote ahead of the meeting will not prevent you from attending online.

**Notice of Meeting and related materials**

The Notice of Meeting and the Virtual AGM Online Guide is available on the Mineral Resources Ltd website at [www.mineralresources.com.au/investor-centre](http://www.mineralresources.com.au/investor-centre).

Shareholders who have elected not to receive a printed copy of our 2021 Annual Report can download a copy from the Mineral Resources website at [www.mineralresources.com.au/investor-centre](http://www.mineralresources.com.au/investor-centre), where you will also be able to download a copy of our 2021 Sustainability Report.

Your directors, and the management team at Mineral Resources, look forward to your participation at the AGM. For further information, please call our offices on +61 8 9329 3600.

Yours faithfully



Peter Wade  
Chairman

# MINERAL RESOURCES LIMITED

# 2021 NOTICE OF MEETING

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**TIME:** 9:30am (AWST)  
**DATE:** Thursday 18 November 2021  
**PLACE:** Mineral Resources Park – Function Room  
42 Bishopsgate Street  
LATHLAIN WA 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/investor-centre](http://www.mineralresources.com.au/investor-centre)

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**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 Proxy Form in accordance with the specified instructions. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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

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## CONTENTS

NOTICE OF 2021 ANNUAL GENERAL MEETING	1
BUSINESS OF THE MEETING (SETTING OUT THE PROPOSED RESOLUTIONS)	3
EXPLANATORY STATEMENT (EXPLAINING THE PROPOSED RESOLUTIONS)	5
GLOSSARY	15
PROXY FORM – ENCLOSED	

## NOTICE OF 2021 ANNUAL GENERAL MEETING



### TIME AND PLACE OF MEETING

Notice is given that Mineral Resources Limited (**MRL** or the **Company**) will hold its Annual General Meeting (**AGM**) of the Shareholders, to which this Notice of Meeting relates, at 9:30am (AWST) on Thursday 18 November 2021 at:

Mineral Resources Park – Function Room  
42 Bishopsgate Street  
LATHLAIN WA 6100

### PLEASE REFER TO THE ENCLOSED MAP ON PAGE 13.

In light of the global COVID-19 pandemic, the AGM will be subject to health and safety and social distancing restrictions applicable as at the date of the meeting. As a result, venue capacity may be restricted and the Company encourages Shareholders to attend the AGM via the online AGM platform on MRL's website ([www.mineralresources.com.au/agm](http://www.mineralresources.com.au/agm)) on the day of the meeting. Further details on virtual attendance at the AGM, including how Shareholders will be able to vote, comment and ask questions during the AGM, are set out in this Notice of Meeting.

### OPTIONS FOR ATTENDING THE VIRTUAL AGM:

Shareholders will be able to attend, vote and participate in the AGM online in real time using one of the following methods:

- **From your computer or mobile device**, by entering the following URL address in your web browser:  
<https://web.lumiagm.com/324102644>

The online AGM platform will allow Shareholders to view the meeting, vote and submit questions in real time. To participate and vote online in real time, you will need your username (which is your SRN/HIN) and password (which is the postcode if your holding is registered to an Australian address). Overseas Shareholders should refer to the Virtual AGM Online Guide. Shareholders are encouraged to register at least 15 minutes before the meeting.

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/investor-centre](http://www.mineralresources.com.au/investor-centre).

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 vote your shares directly in advance of the AGM, or appoint a proxy to act on your behalf. Details on voting by proxy are set out below.

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.

### VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the AGM are those who are registered Shareholders at 4.00pm (AWST) on Tuesday 16 November 2021.

### VOTING IN PERSON

To vote in person, you are invited to physically attend the AGM at the time, date and place set out above (note however the COVID-19 restrictions mentioned above) or attend virtually via the online platform at the time and date set out above.

### VOTING BY PROXY

If you wish to appoint a proxy, you can do so using one of the following methods:

#### ONLINE:

At [www.investorvote.com.au](http://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 VIC 3001

#### BY FACSIMILE TRANSMISSION TO:

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

#### BY HAND TO:

Computershare Investor Services Pty Ltd  
Level 11  
172 St Georges Terrace  
PERTH WA 6000



**CUSTODIAN VOTING:**

For Intermediary Online Subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

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

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

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

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

Further details on these changes are set out below.

**PROXY VOTE IF APPOINTMENT SPECIFIES THE WAY TO VOTE**

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

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

**TRANSFER OF NON-CHAIR PROXY TO CHAIR IN CERTAIN CIRCUMSTANCES**

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

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

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

**BUSINESS OF THE MEETING****AGENDA****ORDINARY BUSINESS****A. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Annual Report of Mineral Resources Limited (**MRL** or the **Company**) for the financial year ended 30 June 2021 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

**B. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2021"*

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

**Voting Prohibition Statement:**

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

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

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

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and

- expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**C. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR KELVIN FLYNN**

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

*"That, for the purposes of clause 13.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr Kelvin Flynn, being a Director of the Company, retires by rotation and being eligible, be re-elected as a Director."*

**D. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MS XI XI**

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

*"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Ms Xi Xi, being a Director of the Company, retires by rotation and being eligible, be re-elected as a Director."*

**E. RESOLUTION 4 – APPROVAL FOR GRANT OF SECURITIES TO MANAGING DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, 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 of Share Rights to Managing Director Chris Ellison, under the Company's Long Term Incentive Plan, on the terms set out in the explanatory statement."*

**Voting Exclusion Statement:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Chris Ellison) or an associate of that person or those persons.  
**(Resolution 4 Excluded Party).**

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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.

#### Voting Prohibition Statement:

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

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

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

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

#### F. RESOLUTION 5 – ADOPTION OF NEW CONSTITUTION

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

*"That, pursuant to and in accordance with section 136 of the Corporations Act and for all other purposes:*

- (a) the Constitution of the Company be repealed in its entirety; and*
- (b) the Company adopt, as its new Constitution, the document described in the Explanatory Memorandum and tabled at the meeting and signed by the Chair for identification purposes, with effect immediately from close of the Meeting."*

**DATED: 15 OCTOBER 2021  
BY ORDER OF THE BOARD**



**MR D OELOFSE  
COMPANY SECRETARY**

#### EXPLANATORY STATEMENT

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

#### A. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2021 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at [www.mrl.com.au](http://www.mrl.com.au).

#### B. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

##### B.1 INTRODUCTION AND BACKGROUND

The Remuneration Committee was pleased with the overwhelming Shareholder support for the 2020 Financial Year (**FY20**) Remuneration Report and has sought to build on that support in FY21.

##### A) REMUNERATION POLICY AND STRATEGY

The Company's remuneration policy is designed to attract and retain Directors and Executives qualified to add value for our Shareholders and reward Executives for the delivery of our vision and purpose in line with our core values. The remuneration framework is structured to promote long-term sustainable growth of the Company by the delivery of a significant portion of remuneration in equity, aligning the senior leadership team with Shareholders. The outcomes of the remuneration framework will help achieve the Company's vision to be recognised as a great Australian company that:

- is a leading provider of innovative and sustainable mining services;
- provides innovative and low cost solutions across the mining infrastructure supply chain;
- operates with integrity and respect; and

- works in partnership with our clients, our customers, our people and our community to achieve these objectives.

To create wealth for Shareholders, we task our management team with employing the capital entrusted to them to sustain attractive rates of return, that is, exceeding the long-term returns that could be achieved elsewhere at comparable levels of risk.

The Board has approved a strategy to deliver on this objective comprising:

- a core business as a mining services contractor;
- an owner and operator of mining-related infrastructure;
- an acquirer of significant profit share stakes in mineral projects with rights to operate the associated mines, for longer-term sustainability, higher capital efficiency and lower risk including from diversification;
- recycling of capital; and
- a flexible balance sheet to fund organic growth to its mining services and mining infrastructure businesses, while retaining a level of agility for opportunistic growth opportunities as they arise.

The ability to execute this strategy in a way that creates attractive returns for Shareholders is highly dependent on the quality of MRL's culture, management and workforce.

The difficulty of attracting and retaining executives of the necessary calibre to realise the above vision and strategy varies depending on the current phase of Australia's resources industry. Presently, industry demand for executive talent is strong.

This requires the Company to have adequate and effective retention mechanisms in place such as the short-term incentive deferral introduced last financial year to ensure we maintain experienced and competent employees who are capable of innovating to promote growth that leads to attractive long-term rates of return. MRL's requirement that each of its KMP be an outperformer in terms of innovation and agile thinking, is also reflected in the low ratio between Managing Director and direct report fixed remuneration.



EXPLANATORY STATEMENT (CONTINUED)

Long-term sustainable growth of the Company is promoted within the framework by the delivery of a significant portion of remuneration in equity, and targeted equity holdings of the equivalent of at least one year's Fixed Annual Remuneration for KMP, assisting in aligning the senior leadership team's interest with Shareholders' interests.

B) REMUNERATION PRINCIPLES

Given the above, the following principles guide the Company's KMP remuneration decisions:

- fairness and impartiality;
- transparency;
- promotion of a direct link between reward and performance;
- encouraging retention of key personnel over the longer term;
- alignment of employee, customer and shareholder interests;
- incentivising behaviour that optimises return on shareholder capital;
- flexibility to optimise returns via changes in investment strategy; and
- prioritisation of MRL culture and behaviours that continue to promote safety, social and environmental responsibility, innovation and risk management.

C) REMUNERATION FRAMEWORK

Fixed Annual Remuneration (FAR)

As part of its review of remuneration practices for KMP during the year, the Company again conducted a review of its market position for KMP remuneration that included examination of common practice within Comparator Businesses (as defined in the FY21 Remuneration Report<sup>1</sup>) external advice and input from investors and their advisors.

Non-Executive Directors (NED) receive fees to recognise their contribution to the work of the Board and the additional time and effort associated with chairing and/or participating in Board sub-committees on which they serve.

The most recent review of NED remuneration is concluded that MRL Director fees were significantly under market, having not changed since mid-2017. The absence of sub-committee fees for committee

service was identified as a key cause of the below-market fee structure. The workload on committees has increased significantly over time.

In response to this review, a decision was taken to change the NED fee structure. The changes include the introduction of board committee fees, and an increase in base fees for the Chair and Board members of 16% and 21% respectively, and to introduce committee fees for participation on sub-committees.

Short Term Incentives

As advised in the FY20 Remuneration Report, in FY21 the Managing Director's Short Term Incentive (STI) opportunity was 100% of FAR. Payment of the STI for any portion that exceeds 50% of FAR is settled in the form of rights to MRL Shares that vest progressively over the two financial years following grant, subject to continued service and application of clawback provisions.

The STI opportunity for other KMPs is 80% of FAR, consistent with that offered at remuneration peers relative to the Comparator Businesses. Payment of the STI for any portion that exceeds 40% of FAR is also settled in the form of rights MRL Shares that vest progressively over the two financial years following grant, subject to continued service and application of clawback provisions.

Long Term Incentives

The Long Term Incentive (LTI) plan sees grants made to participants annually that will vest after four years, subject to the Company's average ROIC exceeding the 12%, after tax, hurdle through that period. At 12% to 18% the after tax ROIC hurdle rates remain unchanged from FY20, recognising that rate reflects a long term requirement to achieve a sustainable return through commodity cycles. Performance between 12% and 18% is pro-rated, to better align outcomes for participants with outcomes for shareholders.

The amount of Rights that vest at the end of the Performance Period are therefore determined by reference to the following hurdles:

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

<sup>1</sup> Refer section 3.3 of the FY21 Remuneration Report (ASX: MIN 11 August 2021) for the list of Comparator Businesses



EXPLANATORY STATEMENT (CONTINUED)

The amounts on offer as a percentage of FAR at each level of performance remained unchanged in FY21. The maximum LTI opportunity for the Managing Director is equal to 180% of FAR, 150% for the Chief Financial Officer, and for the rest of the KMP, 120% of FAR. Rights will vest, subject to performance and continued service, four years after the grant date.

To provide KMP with greater alignment to Shareholder returns, including dividends, each vested Right under the FY21 LTI plan entitles executives to one MRL Share plus an additional number of Shares equal in value to the dividends paid on an MRL Share over the period from the Grant Date of the Share Rights to the date of exercise.

B.2 CORPORATIONS ACT REQUIREMENTS

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

A company is required to put to its Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive Annual General Meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those Annual General Meetings.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an Extraordinary General Meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting.

All of the Directors who were in office when the company's directors' report (as included in the company's Annual Financial Report for the financial year immediately before the second Annual General Meeting) was approved, other than the Managing Director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Director is approved will be the Directors of the company.

The FY21 Remuneration Report sets out the Company's remuneration arrangements for Directors and KMP. The Remuneration Report is part of the Directors' Report contained in the FY21 Annual Financial Report.

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

B.3 PREVIOUS VOTING RESULTS

At the Company's 2020 Annual General Meeting, the votes cast for the adoption of the 2020 Remuneration Report were 98.38% and as a result, votes against the 2020 Remuneration Report were less than 25%. A Spill Resolution is therefore not relevant for this AGM.

B.4 PROXY RESTRICTIONS

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

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

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

C.1 GENERAL

ASX Listing Rule 14.4 provides that, other than a Managing Director, a Director of an entity must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is the longer. ASX Listing Rule 14.5 requires the Company to have an election of Directors at each Annual General Meeting.

<sup>1</sup> Refers to KMP (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.  
<sup>2</sup> Refers to the Chair (where the Chair is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report) or a Closely Related Party of such a member.  
<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.  
<sup>4</sup> The Proxy Form notes that it is the Chair's intention to vote all undirected proxies in favour of each Resolution.

**EXPLANATORY STATEMENT (CONTINUED)**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an Annual General Meeting.

Mr Kelvin Flynn, who has served as a Director since 22 March 2010 and was last re-elected on 20 November 2019, retires by rotation and seeks re-election.

**C.2 QUALIFICATIONS AND OTHER MATERIAL DIRECTORSHIPS**

Mr Kelvin Flynn is a qualified Chartered Accountant with over 30 years of experience in investment banking and corporate advisory roles, including private equity and special situations investments in the mining and resources sector. He has held various leadership positions in Australia and Asia, having previously held the position of Executive Director/Vice President with Goldman Sachs and Managing Director of Alvarez & Marsal in Asia. He has worked in complex financial workouts, turnaround advisory and interim management.

Kelvin is the Managing Director of the specialist alternative funds manager Harvis, which focuses on investments in the real estate and real assets sectors. Kelvin is currently a Non-Executive Director of Silver Lake Resources Limited.

**C.3 INDEPENDENCE**

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

If re-elected, Mr Kelvin Flynn will be considered an Independent Director by the Board.

He currently holds the following positions for the Group:

- Chair of Audit and Risk Committee
- Member of Nomination Committee
- Member of Remuneration Committee.

**C.4 BOARD RECOMMENDATION**

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

**D. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MS XI XI****D.1 GENERAL**

ASX Listing Rule 14.4 provides that, other than a Managing Director, a Director of an entity must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is the longer. ASX Listing Rule 14.5 requires the Company to have an election of Directors at each Annual General Meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an Annual General Meeting.

Ms Xi Xi, who has served as a Director since 11 September 2017 and was last re-elected on 20 November 2019, retires by rotation and seeks re-election.

**D.2 QUALIFICATIONS AND OTHER MATERIAL DIRECTORSHIPS**

Ms Xi Xi has over 20 years of experience in the global natural resources sector having served as a director of Sailing Capital, a US\$2 billion private equity fund founded by the Shanghai International Group in 2012. She has worked with numerous Chinese state owned and privately owned enterprises, advising on international acquisitions and investments overseas. Xi Xi has previously served as an analyst and portfolio manager for the Tigris Financial Group (Electrum) in New York, focused in the oil and gas and mining sector. Xi Xi currently serves as a non-executive director of Zeta Resources, a closed-end investment company with a broad portfolio of oil and gas, as well as mining assets.

**D.3 INDEPENDENCE**

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

If re-elected, Ms Xi Xi will be considered an Independent Director by the Board.

**EXPLANATORY STATEMENT (CONTINUED)**

She currently holds the following positions for the Group:

- Chair of Nomination Committee
- Member of the Audit and Risk Committee (joined January 2021)

**D.4 BOARD RECOMMENDATION**

The Board supports the re-election of Ms Xi Xi and recommends that Shareholders vote in favour of Resolution 3.

**E. RESOLUTION 4 – APPROVAL FOR GRANT OF SECURITIES TO MANAGING DIRECTOR****E.1 BACKGROUND**

An overview of the Company's LTI plan is set out above in Section B.1(c) of this Notice.

Under the LTI plan, eligible participants are issued rights to acquire fully paid ordinary shares in the capital of the Company (**LTI Share Rights**). Upon vesting, each LTI Share Right converts into one fully paid ordinary Share.

As set out above, the maximum LTI opportunity for the Managing Director under the LTI plan was equal to 180% of FAR. A grant equal to the maximum LTI opportunity has been made to each of the FY21 participants, including Mr Ellison. The LTI Share Rights will vest in early FY25, with the amount vesting dependent on the Company's average ROIC performance over the four year period FY21 to FY24. The amount of LTI Share Rights granted to Mr Ellison, which will vest, will be determined as follows:

- where average ROIC is less than 12%, no LTI Share Rights will vest;
- where average annual ROIC is between 12% and 18% over the four year period, the LTI Share Rights will vest pro-rata from 67% to 100% of the LTI grant; and
- where average annual ROIC is greater than 18%, 100% of the LTI Share Rights will vest.

**E.2 SHAREHOLDER APPROVAL**

Under Listing Rule 10.14, Shareholder approval is required for the issue of securities to a Director under an employee incentive scheme however there is an express exception to this approval where

securities are purchased on-market as required by the terms of the scheme.

The Company's usual practice is to acquire Shares on-market to satisfy awards under the LTI Plan. However, in the interests of good governance, the Company has determined that approval should be sought under ASX Listing 10.14 for the approval of the grant of the LTI Share Rights to Chris Ellison.

**E.3 INFORMATION REQUIRED UNDER LISTING RULE 10.15**

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

- the LTI Share Rights were granted to Chris Ellison;
- Chris Ellison is a related party by virtue of being a Director of the Company;
- the number of LTI Share Rights granted to Chris Ellison was 102,950 LTI Share Rights. The number of Share Rights granted to Mr Ellison was calculated using the value of the award divided by the five-day VWAP up to and including 30 June 2020;
- Chris Ellison's current remuneration package is for a total of \$3,481,663, comprising \$1,200,000 in Fixed Annual Remuneration, \$600,000 in cash short term incentives (STI), \$51,865 in Superannuation and other benefits and \$1,629,798 worth of Share based payments consisting of FY21 STI awards of 7,875 shares valued at \$175,087 and FY18, FY19 and FY21 LTI awards of 301,579 shares valued at \$1,454,710;
- 102,950 LTI Share Rights have been granted to Mr Ellison under the FY21 LTI Plan, while 202,015 shares have vested in FY21 relating to prior years' LTI plans;
- the LTI Share Rights were granted on the terms set out in the LTI Plan;
- the LTI Share Rights were granted on 1 July 2020;
- the LTI Share Rights were granted for no consideration and are part of Chris Ellison's remuneration package;
- a summary of the LTI plan is included earlier in this Notice and the vesting conditions (subject to which the LTI Share Rights will vest) are set out above in Section E.1; and
- details of any securities issued under the LTI plan



**EXPLANATORY STATEMENT (CONTINUED)**

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 Listing Rule 10.14. Refer to the Company's Remuneration Report for the financial year ended 30 June 2021 (for which approval is being sought under Resolution 1 of this Notice) for details of the LTI Share Rights granted to Mr Ellison for FY21 (being the securities the subject of this Resolution 4);

- (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI plan after this resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14; and
- (l) a voting exclusion statement is included in the Resolution.

**E.4 INFORMATION REQUIRED BY LISTING RULE 14.10A**

If Resolution 4 is passed, the Company will be able to proceed with the grant of the LTI Share Rights to Chris Ellison under the LTI plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolution 4 is not passed, the Company will not be able to proceed with the grant of the LTI Share Rights to Chris Ellison under the LTI plan and other substitute remuneration will need to be paid to Chris Ellison equal to the value of the LTI Share Rights that are not approved.

**F. RESOLUTION 5 – ADOPTION OF NEW CONSTITUTION****F.1 BACKGROUND**

A company may modify or repeal its Constitution or a provision of its Constitution by special resolution of Shareholders.

Resolution 5 seeks Shareholder approval for the repeal of the Company's existing Constitution and the adoption of a new Constitution (**New Constitution**) in accordance with section 136 of the Corporations Act.

The Company's existing Constitution was first adopted in 2006. Since this time there have been changes to the Corporations Act, the ASX Listing Rules and other regulatory requirements. There have also been developments in corporate governance and market practices. The Board believes that it is preferable in the circumstances to replace the existing Constitution with the New Constitution rather than to amend a multitude of specific provisions.

The New Constitution is broadly consistent with the provisions of the existing Constitution and many of the changes are administrative or minor in nature. It is not practicable to list all of the changes to the existing Constitution in detail in this Explanatory Memorandum, however, a summary of certain of the proposed material changes is set out below.

A copy of the New Constitution is available for review by Shareholders at the Company's website [www.mineralresources.com.au](http://www.mineralresources.com.au) and at the office of the Company. A copy of the New Constitution can also be sent to Shareholders upon request to the Company Secretary.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders eligible to vote.

**F.2 SUMMARY OF MATERIAL PROPOSED CHANGES****(a) Restricted securities**

Rule 2.8 of the proposed New Constitution complies with the changes to ASX Listing Rule 15.12 which took effect from 1 December 2019. Under these changes, ASX requires certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form of Appendix 9A. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

For the purposes of this Rule, the definition of "restricted securities" has the meaning under the ASX Listing Rules, which refers to securities on which restrictions are imposed in the circumstances set out in Appendix 9B of the ASX Listing Rules or securities

**EXPLANATORY STATEMENT (CONTINUED)**

that in ASX's opinion should be treated as restricted securities. The Company currently has no securities that are classified as Restricted Securities as defined in Appendix 9B.

**(b) Fee for registration of off-market transfers**

On 24 January 2011, ASX amended Listing Rule 8.14 with the effect that the Company may now charge a 'reasonable fee' for registering paper-based transfers, sometimes referred to as 'off-market transfers'.

Rule 5.1 of the proposed New Constitution enables the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders in accordance with the ASX Listing Rules.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

**(c) Direct voting**

Rule 7.8 of the proposed New Constitution is a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, the Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the Notice of Meeting will include information on the application of direct voting.

**(d) Director retirement**

The provisions which deal with the retirement of Directors are proposed to be updated in the proposed New Constitution to align more closely with the ASX Listing Rules. The requirement for one third of the Directors (other than the Managing Director) to retire from office at each Annual General Meeting will be removed, as this is not required by law. Rather, ASX Listing Rule 14.4 only requires that

a Director must not hold office without re-election past the third Annual General Meeting following their appointment, or three years (whichever is longer).

**(e) Chairperson**

Rule 7.6(b) of the proposed New Constitution is a new provision which allows the Chairperson to, if they consider necessary or desirable for the proper and orderly conduct of a meeting, decide not to put any resolution proposed in the notice convening the meeting to a meeting of Shareholders (other than a resolution proposed by members in accordance with section 249N of the Corporations Act or required by the Corporations Act to be put to the meeting).

**(f) Interest**

Rule 3.9 of the proposed New Constitution amends the rate of interest payable by Shareholders to a rate that is 2% greater than the rate prescribed in respect of unpaid judgements in the Supreme Court of Western Australia. This is consistent with market practice.

**(g) Dividends**

Rule 3.9 of the proposed New Constitution amends the rate of interest payable by Shareholders to a rate that is 2% greater than the rate prescribed in respect of unpaid judgements in the Supreme Court of Western Australia. This is consistent with market practice.

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the company's Shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

**EXPLANATORY STATEMENT (CONTINUED)**

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. Rule 4.1 of the proposed New Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the existing Constitution's requirements before the payment of dividends for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

**F.3 INFORMATION REQUIRED BY SECTION 648G OF THE CORPORATIONS ACT**

Rule 6 of the proposed New Constitution contains proportional takeover approval provisions.

**Why do we need the proportional takeover approval provisions?**

In a proportional takeover bid, the bidder offers to buy a proportion only of each Shareholder's shares in the target company.

This means that control of the company may pass without Shareholders having the chance to sell all their shares to the bidder. The bidder may take control of the company without paying an adequate amount for gaining control.

To deal with this possibility, a company may provide in its Constitution that if a proportional takeover bid is made for shares in the company, Shareholders must vote on whether to accept or reject the offer and that decision will be binding on all the shareholders.

The benefit of the provision is that Shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

**What is the effect of the proportional takeover approval provisions?**

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after the date of adoption of the Constitution. The provisions may be renewed, but only by a special resolution.

**No person to acquire or increase its substantial interest**

At the date this statement was prepared, no Director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the company.

**Potential advantages and disadvantages**

The Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for Shareholders of the company are:

- you will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help Shareholders avoid being locked in as a minority;
- increase in the bargaining power of Shareholders which may ensure that any partial offer is adequately priced; and
- knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for Shareholders of the company include:

- proportional takeover bids for shares in the company may be discouraged;
- Shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

**EXPLANATORY STATEMENT (CONTINUED)**

While similar proportional takeover approval provisions have been in effect, there have been no full or proportional takeover bids for the company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the Shareholders, respectively, during this period.

The Board of Directors considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

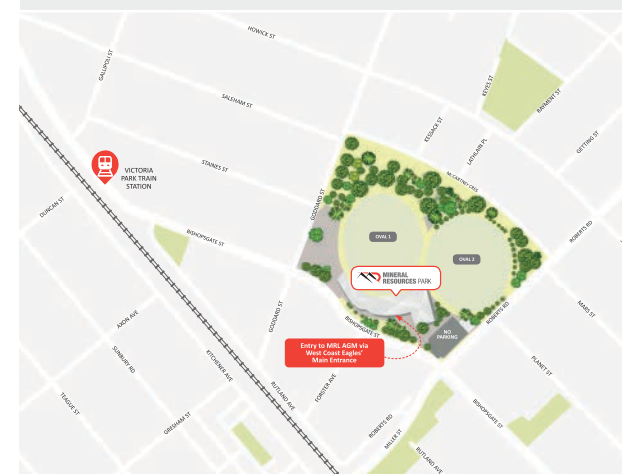
**F.4 DIRECTORS' RECOMMENDATION**

The Directors recommend that Shareholders vote in favour of Resolution 5.

The Chairman intends to vote all available proxies in favour of Resolution 5.

**VENUE MAP****Mineral Resources Park**

42 Bishopsgate Street, LATHLAIN WA 6100

**TRANSPORT AND PARKING INFORMATION****Parking**

Only street parking is available.

**Public Transport**

We recommend using public transport to get to Mineral Resources Park.

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](http://www.transperth.wa.gov.au)





## GLOSSARY

\$ means Australian dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited 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.

**Board** means the current board of directors of the Company.

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

**Chair** means the chair of the Meeting.

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

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

**Company** 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.

**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.

**HIN** means Holder Identification Number.

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

**Managing Director** means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the 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.

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

**Shareholder** means a holder of a Share.

**SRN** means Shareholder Registration Number.

**VWAP** means Volume Weighted Average Price for Mineral Resources Limited shares sold on the ASX.









**A:** 1 SLEAT ROAD,  
APPLECROSS, WESTERN AUSTRALIA 6153

**P:** LOCKED BAG 3,  
CANNING BRIDGE LPO,  
APPLECROSS, WESTERN AUSTRALIA 6153

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**E:** [INVESTORRELATIONS@MRL.COM.AU](mailto:INVESTORRELATIONS@MRL.COM.AU)

**W:** [WWW.MRL.COM.AU](http://WWW.MRL.COM.AU)

**Need assistance?****Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**  
[www.investorcentre.com/contact](http://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, 16 November 2021**.

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 185884**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.



☐ **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

XX

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

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Mineral Resources Limited to be held at Mineral Resources Park - Function Room, 42 Bishopsgate Street, Lathlain, WA 6100 and as a virtual meeting on Thursday, 18 November 2021 at 9:30am (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 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.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Kelvin Flynn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Ms Xi Xi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for grant of Securities to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

MIN

280765A



Computershare

