

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

OZ Minerals Limited

ABN

40 005 482 824

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

Grant 1: Performance Rights issued under the OZ Minerals 2017 Long Term Incentive Plan (**LTIP**)

Grant 2: Performance rights issued under the OZ Minerals 2017 General Performance Rights Plan (**General Plan**)

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Grant 1 (LTIP): 135,446

Grant 2 (General Plan): 380,588

Total: 516,034

3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Grant 1 (LTIP): The performance rights will be measured over the performance period, being the three years from 1 January 2017 to 31 December 2019 and may vest upon satisfaction of a Total Shareholder Return performance condition against a comparator group of companies established by the OZ Minerals Board (TSR Hurdle), an absolute share price growth hurdle which measures growth of OZ Minerals share price over the performance period (share price hurdle), and a service condition. Performance rights that have vested may be exercised without payment of an exercise price. Grant 2 (General Plan): The performance rights will be measured over the performance period, 1 January 2017 to 31 December 2017 and may vest upon the satisfaction of performance and service vesting conditions. Performance rights that have vested may be exercised without payment of an exercise price.
4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A

+ See chapter 19 for defined terms.

5 Issue price or consideration

Grant 1 (LTIP):

The performance rights were issued for nil consideration.

The number of performance rights granted was calculated based on the Volume Weighted Average Price (VWAP) for OZ Minerals shares traded over the 5 trading days commencing 1 January 2017 which was the effective date used as the basis for determining the value of the rights. The VWAP was **\$8.3059** per share.

Grant 2 (General Plan):

The performance rights were issued for nil consideration.

The number of performance rights granted was calculated based on the Volume Weighted Average Price (VWAP) for OZ Minerals shares traded over the 5 trading days commencing 1 January 2017 which was the effective date used as the basis for determining the value of the rights. The VWAP was **\$8.3059** per share.

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Grant 1 (LTIP):

The issue of the performance rights was made to CEO, Andrew Cole under the OZ Minerals 2017 Long Term Incentive Plan, after approval from shareholders at the OZ Minerals 2017 Annual General Meeting.

Grant 2 (General Plan):

The issue of the performance rights was made to eligible employees under the OZ Minerals 2017 General Performance Rights Plan.

6a Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?

If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i

6b	The date the security holder resolution under rule 7.1A was passed			
6c	Number of +securities issued without security holder approval under rule 7.1			
6d	Number of +securities issued with security holder approval under rule 7.1A			
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)			
6f	Number of securities issued under an exception in rule 7.2			
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.			
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements			
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements			
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	Grant 1 (LTIP): The performance rights were allotted on 24 July 2017. Grant 2 (General Plan): The performance rights were allotted on 24 July 2017.		
		<table border="1"> <tr> <td>Number</td> <td>+Class</td> </tr> </table>	Number	+Class
Number	+Class			

+ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in section 2 if applicable)	298,664,750	Ordinary Shares
		Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	See attached listing	See attached listing
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell	

⁺ See chapter 19 for defined terms.

- their entitlements *in full* through a broker?
- 31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☐ Securities described in Part 1
- (b) ☐ All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr style="height: 100px;"> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Print name: Robert Mancini, Head of Legal & Company Secretary

+ See chapter 19 for defined terms.

NUMBER OF SECURITIES NOT QUOTED ON THE ASX - CLAUSE 9 REFERS

PERFORMANCE RIGHTS

The company currently has **2,187,630** performance rights on issue, including the **516,034** performance rights allotted on 24 July 2017.

<u>NUMBER</u>	<u>CLASS</u>
454	performance rights expiring 1 Nov 2017 (formerly OZLAI)
424,831	performance rights vesting 1 July 2018
903,663	performance rights vesting 31 December 2018
342,648	performance rights vesting 31 December 2019
135,446	performance rights vesting 31 December 2019 (new issue)
380,588	performance rights vesting 1 July 2018 (new issue)
Total:	2,187,630

+ See chapter 19 for defined terms.