

14 October 2022

Notice of 2022 Annual General Meeting

In accordance with ASX Listing Rule 3.17.1, please refer to the following documents that have been mailed to Shareholders in relation to Mineral Resources Limited (**ASX:MIN; MinRes**) 2022 Annual General Meeting:

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

A copy of MinRes' 2022 Annual Report will be mailed today to Shareholders who requested a printed copy.

Shareholders who have elected not to receive a printed copy of the 2022 Annual Report can download a copy from the MinRes website at www.mineralresources.com.au, along with a copy of the 2022 Sustainability Report.

ENDS

This announcement dated 14 October 2022 has been authorised for release to the ASX by Mark Wilson, Chief Financial Officer and Company Secretary.

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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 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. For more information, visit www.mineralresources.com.au

MINERAL RESOURCES LIMITED **2022 ANNUAL GENERAL MEETING**



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WESTERN AUSTRALIA 6017
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Dear Shareholder,

I am pleased to invite you to Mineral Resources Limited's 2022 Annual General Meeting (AGM) on Thursday, 17 November 2022 at 9.30am (AWST).

Hybrid AGM

As per last year, the AGM will be held at the West Coast Eagles' training ground, Mineral Resources Park, Function Room, 42 Bishopsgate St, Lathlain Western Australia 6100, and '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 **<http://meetnow.global/MWQPW45>**. 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**.

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** 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, 15 November 2022. 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 Limited website at **www.mineralresources.com.au/investor-centre**.

Shareholders who have elected not to receive a printed copy of our 2022 Annual Report can download a copy from the Mineral Resources website at **www.mineralresources.com.au/investor-centre**, where you will also be able to download a copy of our 2022 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

A handwritten signature in black ink that reads 'James McClements'.

James McClements

Chairman



MINERAL RESOURCES LIMITED

2022 NOTICE OF MEETING

 **MINERAL RESOURCES**
ABN 33 118 549 910

TIME: 9:30am (AWST)
DATE: Thursday 17 November 2022
PLACE: Mineral Resources Park – Function Room
42 Bishopgate 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.mrl.com.au/investor-centre

A Voting Form is enclosed.

This Notice of Meeting should be read in its entirety. If you are unable to attend the Annual General Meeting, please complete and return the enclosed Voting Form in accordance with the specified instructions. If Shareholders are in doubt as to how you should vote, please seek advice from a professional advisor prior to voting.

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

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This publication is sustainably printed, utilising solar electricity and FSC® certified paper. The printer is ISO14001 accredited, the highest environmental standard.

TIME AND PLACE OF MEETING

Notice is given that Mineral Resources Limited (**MinRes, MIN** or the **Company**) will hold its Annual General Meeting (AGM or the Meeting) of the Shareholders, at 9:30am (AWST) on Thursday, 17 November 2022 at:

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

PLEASE REFER TO THE ENCLOSED MAP ON PAGE 21.

In light of the global COVID-19 pandemic, the AGM will be subject to health, 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 MinRes' website (www.mrl.com.au/agm).

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.

ATTENDING THE VIRTUAL AGM

Shareholders will be able to attend, vote and participate in the AGM online in real time from **your computer or mobile device**, by accessing the following link: <http://meetnow.global/MWQPW45>

The online AGM platform will allow Shareholders to view the meetings, vote and submit questions in real time. To participate and vote online in real time, you will need your SRN/HIN and postcode registered to your holding if you are an Australian security holder.

If you are an overseas security holder, select the country of your registered holding from the drop-down list. 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.mrl.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 by appointing 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 15 November 2022.

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 will be conducted electronically using Shareholders personal mobile devices.

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

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

NOTICE OF 2022 ANNUAL GENERAL MEETING

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 to submit your voting intentions.

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

- Each Shareholder has a right to appoint a proxy; and
- 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 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, or
 - 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 for the financial year ended 30 June 2022, 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 2022."

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) A member of the Key Management Personnel (**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.

C. RESOLUTION 2 – ELECTION OF DIRECTOR – MR LULEZIM (ZIMI) MEKA

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 8.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Zimi Meka, a Director who was appointed as an additional Director on 17 May 2022, retires and being eligible, is elected as a Director."

D. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JAMES MCCLEMENTS

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 8.1 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr James McClements, a Director of the Company, retires by rotation and being eligible, be re-elected as a Director."

E. RESOLUTION 4 – RE-ELECTION OF DIRECTOR MS SUSAN (SUSIE) CORLETT

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 8.1 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Ms Susie Corlett, a Director of the Company, retires by rotation and being eligible, be re-elected as a Director."

F. RESOLUTION 5 – APPROVAL FOR GRANT OF FY22 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 2022 Financial Year (FY22) Long Term Incentive Plan and 2021 Financial Year (FY21) and FY22 Short 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 5 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 5 Excluded Party

However, this does not apply to a vote cast in favour of Resolution 5 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.

G. RESOLUTION 6 – APPROVAL FOR GRANT OF FY23 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 2023 Financial Year (FY23) Long Term Incentive Plan and FY23 Short 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 6 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 6 Excluded Party

However, this does not apply to a vote cast in favour of Resolution 6 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.

H. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS

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

“That Shareholders approve for all purposes, including the purposes of ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, the giving of benefits to current or future employees who are or have been Key Management Personnel (KMP) or hold or have held a managerial or executive office in connection with their retirement from office or position of employment as described 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 7 by or on behalf of any person including any officers of MinRes or any of its child entities entitled to receive a termination benefit and any associates of those persons.

Resolution 7 Excluded Party

However, this does not apply to a vote cast in favour of Resolution 7 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.

NOTICE OF 2022 ANNUAL GENERAL MEETING

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; 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:

- (c) The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) 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.

I. RESOLUTION 8 – APPOINTMENT OF AUDITOR

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

“That Ernst & Young, having been duly nominated by a Shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company (subject to ASIC consenting to the resignation of RSM Australia Partners (RSM Australia) as auditor of the Company).”

DATED: 14 OCTOBER 2022
BY ORDER OF THE BOARD



MR D OELOFSE
GROUP FINANCIAL CONTROLLER AND 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 to pass the Resolutions which are the subject of the business of the Meeting.

J. 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 2022 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. The Company's Annual Report is available on our website at www.mrl.com.au.

K. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

K.1 Introduction and background

The Remuneration Committee was pleased with Shareholder support for the Remuneration Report over the past three financial years and seeks to build on that support for the financial year ending 30 June 2022 (**FY22**) Remuneration Report.

In accordance with section 250R(2) of the Corporations Act, the Board is presenting the Company's Remuneration Report for FY22 to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report was published on 29 August 2022 and is available on the Company's website (www.mrl.com.au) where all aspects of the remuneration framework are set out in detail.

K.2 Proxy restrictions

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

Proxy	Directions given	No directions given
Key Management Personnel (KMP ¹)	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy ⁴

Notes:

¹ 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.

² Refers to the Chair (where the Chair is also a member of the KMP whose remuneration details are included in the Remuneration Report) or a Closely Related Party of such a member.

³ 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.

⁴ The Proxy Form notes that it is the Chair's intention to vote all undirected proxies in favour of each Resolution.

L. RESOLUTION 2 – ELECTION OF DIRECTOR – MR LULEZIM (ZIMI) MEKA

L.1 General

The Constitution allows the Directors to appoint at any time, a person to be a Director either to fill a casual vacancy, or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Zimi Meka, having been appointed by other Directors on 17 May 2022 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4, and being eligible, seeks election from Shareholders.

EXPLANATORY STATEMENT (CONTINUED)

L. RESOLUTION 2 – ELECTION OF DIRECTOR – MR LULEZIM (ZIMI) MEKA (CONTINUED)

L.2 Qualifications and other material Directorships



Mr Zimi Meka is the Chief Executive Officer and a founding director of consulting and engineering firm, Ausenco Pty Ltd. He has over 35 years' experience in the design, construction and operation of minerals processing plants and infrastructure, both in Australia and internationally. He has grown Ausenco from its inception in Australia into a well-respected global business with over 3,000 people across 26 offices in 14 countries servicing the minerals and metals, oil and gas and industrial sectors.

Hear Zimi's Story: www.mrl.com.au/about-us/our-board/zimi-meka/

L.3 Independence

Mr Zimi Meka 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 elected, Mr Meka will be considered an independent Director by the Board.

L.4 Board recommendation

The Board supports the election of Mr Zimi Meka and recommends that Shareholders vote in favour of Resolution 2.

M. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JAMES MCCLEMENTS

M.1 General

Listing Rule 14.5 provides that an entity which has directors must hold 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.

Mr James McClements, who has served as a Director since 19 May 2015 and was last re-elected on 19 November 2020, retires by rotation and seeks election from Shareholders.

M.2 Qualifications and other material Directorships

Mr James McClements has over 35 years' experience in the mining industry as a banker and fund manager financing projects globally. He was raised and educated in the Pilbara region of Western Australia and began his professional career with BHP Limited before joining Standard Chartered Bank in Perth and N.M. Rothschild & Sons in Sydney then Denver. Mr McClements also spent 11 years in the USA and co-founded Resource Capital Funds during that time.



Mr McClements is currently the Managing Partner of Resource Capital Funds (RCF) and has extensive Board experience having served as a director of 12 RCF portfolio companies.

Mr McClements was appointed Chair of the Board on 2 March 2022 following the retirement of Peter Wade. Mr McClements also serves as Chair of the Remuneration Committee, member of the Sustainability Committee and member of the Nominations Committee.

Hear James' Story: www.mrl.com.au/about-us/our-board/james-mcclements/

M.3 Independence

Mr James McClements 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 McClements will be considered an independent Director and Chair by the Board.

M.4 Board recommendation

The Board supports the election of Mr James McClements and recommends that Shareholders vote in favour of Resolution 3.

EXPLANATORY STATEMENT (CONTINUED)

N. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS SUSAN (SUSIE) CORLETT

N.1 General

Listing Rule 14.5 provides that an entity which has Directors must hold 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 Susie Corlett, who was elected on 19 November 2020 (with effect on 4 January 2021) has served as a Director since 4 January 2021, retires by rotation and seeks election from Shareholders.

N.2 Qualifications and other material Directorships

Ms Susie Corlett is a geologist with extensive technical experience in both underground and open pit mining operations as well as investment experience financing major mining and infrastructure projects. She has a long-standing and enduring commitment to social responsibility and environmental sustainability, and an active interest in the development of high performing, diverse and inclusive leadership.

Ms Corlett currently serves as a Trustee of the Australian Institute of Mining and Metallurgy (AusIMM) Education Endowment Fund, a director of the Foundation for National Parks and Wildlife and as a non-Executive director of other listed Australian resource companies, Iluka Resources Ltd and Aurelia Metals Ltd.



Ms Corlett's qualifications include a Bachelor of Science (Honours in Geology) from the University of Melbourne, and she is a graduate of the Australian Institute of Company Directors, Fellow of the AusIMM and member of Chief Executive Women.

Ms Corlett currently serves as the Chair of the Sustainability Committee, as member of the Audit and Risk Committee and as a member of Nominations Committee.

Hear Susie's Story: www.mrl.com.au/about-us/our-board/susan-corlett/

N.3 Independence

Ms Susie Corlett 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 Susie Corlett will be considered an independent Director by the Board.

N.4 Board recommendation

The Board supports the election of Ms Susie Corlett and recommends that Shareholders vote in favour of Resolution 4.

O. RESOLUTION 5 – APPROVAL FOR GRANT OF FY22 SECURITIES TO MANAGING DIRECTOR

O.1 Background

At the 2021 AGM held on 18 November 2021, the Chairman committed the company to seeking Shareholder approval for grants of securities to the Managing Director notwithstanding the Company's practice of settling any vested share rights by acquiring shares on market.

Accordingly, consistent with our 2021 commitment and for the reasons of good corporate governance, Shareholder approval is being sought:

- Retrospectively for the Share Rights that have already been granted to the Managing Director in respect of the FY21 and FY22 deferred STI components and the FY22 LTI award – set out in this Resolution 5 explanation; and
- Prospectively for the Share Rights that are proposed to be granted for the FY23 LTI and for the FY23 deferred STI component for which the Managing Director may become eligible – see explanation in Resolution 6.

In future years it is intended that approval for all grants be made on a prospective basis.

EXPLANATORY STATEMENT (CONTINUED)

O. RESOLUTION 5 – APPROVAL FOR GRANT OF FY22 SECURITIES TO MANAGING DIRECTOR (CONTINUED)

The FY22 Share Rights

A grant of Share Rights equal to the deferred STI portion of the FY21 STI award and the FY22 STI award has been made to each of the FY21 and FY22 STI participants, including Chris Ellison and other Executive Key Management Personnel (Executive KMP). An FY22 LTI Share Rights grant has been made to each of the FY22 LTI participants, including Chris Ellison (that is subject to Shareholder approval) and other Executive KMP. The timing of other, more material matters that arose prior to the Board's consideration and approval of all Executive KMPs' 2022 equity grants, including that of Chris Ellison's grants, meant that the Company deferred seeking Shareholder approval for Chris Ellison's equity grants until after the 2021 AGM. Therefore, in the interests of good governance, the Company is seeking Shareholder approval to permit shares to be issued if the FY21 and the FY22 deferred STI and the FY22 LTI Share Rights vest and are exercised (collectively **FY22 Share Rights**).

Although the Company's usual practice is to acquire Shares on-market to satisfy awards under the LTI and STI Plans, the alternative, to settle share rights with an issue of new shares, would be consistent with the equity grants of other MinRes employees.

A description of the Company's STI and LTI Plans under which the FY22 Share Rights have been issued is set out in the FY21 and FY22 Remuneration Reports as part of the respective Annual Reports. The FY21 Remuneration Report was approved at the 18 November 2021 AGM with 99.98 per cent support. As disclosed under the STI and LTI Plans, eligible participants are issued rights to acquire fully paid ordinary shares in the capital of the Company (**Share Rights**).

Upon exercise of vested Share Rights, each Share Right for the LTI Plan converts into one fully paid ordinary share in the capital of the Company (**Share**) plus an additional number of Shares calculated on the basis of the dividends that would have been paid in respect of a Share during the relevant period being reinvested in accordance with the formula set out below (**Rights Conversion Formula**) (subject to clawback and malus provisions). No dividends are received by participants on Share Rights during the vesting period, and that have not been vested and exercised. Each Share Right for the STI Plan converts into one Share, without any additional entitlements for dividends that would have been paid in respect of a Share during the relevant period.

RIGHTS CONVERSION FORMULA

Each vested and exercised LTI Share Right (as applicable) entitles Chris Ellison (and other Executive KMP) to receive one Share plus an additional number of Shares calculated on the basis of the dividends that would have been paid in respect of the Shares during the relevant period on a reinvested basis in accordance with the following Rights Conversion Formula:

$$\text{MinRes Share entitlement} \stackrel{\text{def}}{=} E = \left(1 + \frac{\text{div}_1}{P_{\text{div}_1}}\right) * \left(1 + \frac{\text{div}_2}{P_{\text{div}_2}}\right) * \dots * \left(1 + \frac{\text{div}_n}{P_{\text{div}_n}}\right)$$

where:

- E is the entitlement conversion factor;
- $\text{div}_1, \text{div}_2, \dots, \text{div}_n$ are the dividends paid on a MinRes Share over the relevant period from grant to exercise (with n being the total number of dividends paid over that period); and
- $P_{\text{div}_1}, P_{\text{div}_2}, \dots, P_{\text{div}_n}$ are the end-of-day prices on the date that the dividends are paid (i.e. immediate reinvestment of dividends on the dividend date).

The total number of Shares that Chris Ellison will receive upon vesting and exercise of the LTI Share Rights will be the number of vested and exercised Share Rights multiplied by E, with the result rounded up to the nearest whole number.

The maximum FY22 LTI opportunity for the Managing Director under the FY22 LTI plan is equal to 180 per cent of Base Fixed Annual Remuneration (**Base FAR**). Base FAR is equal to annual salary, excluding superannuation and other fixed entitlements (refer Table 7 of the FY22 Remuneration Report). The FY22 LTI Share Rights will vest in early FY26, with the proportion vesting dependent on the Company's average ROIC performance over the four-year period FY22 to FY25.

The proportion of FY22 LTI Share Rights granted to Chris Ellison which will vest, will be determined as follows:

- (a) Where average ROIC is less than 12 per cent, no LTI Share Rights will vest
- (b) Where average annual ROIC is between 12 per cent and 18 per cent over the four-year period, the LTI Share Rights will vest pro-rata from 67 per cent to 100 per cent of the LTI grant; and
- (c) Where average annual ROIC is greater than 18 per cent, 100 per cent of the LTI grant will vest.

EXPLANATORY STATEMENT (CONTINUED)**O. RESOLUTION 5 – APPROVAL FOR GRANT OF FY22 SECURITIES TO MANAGING DIRECTOR (CONTINUED)**

An award of 60 per cent of the maximum FY21 STI opportunity has been made to Chris Ellison, and an award equal to 84 per cent of the maximum FY22 STI opportunity has also been made to Chris Ellison. STI awards that exceed 50 per cent of Base FAR are required to be deferred and settled by way of Share Rights that vest following the end of each of the following two financial years (i.e. half of FY21's deferred STI vests early FY23 and half early FY24, and half of FY22's deferred STI vests early FY24 and half early FY25) depending on ongoing service and subject to clawback and malus provisions.

O.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 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 and STI Plans. In the interests of good governance, the Company has determined that approval should be sought under ASX Listing 10.14 for the grant of the FY22 Share Rights to Chris Ellison.

Should Shareholders not approve the grant of the FY22 LTI Share Rights to Chris Ellison, other substitute remuneration Cash Equivalent/s of Chris Ellison's FY22 LTI Share Right entitlements will be paid to him, subject to the same entitlement criteria as set out under O.1 above:

- (a) Where average ROIC is less than 12 per cent, no LTI cash equivalent will be awarded
- (b) Where average annual ROIC is between 12 per cent and 18 per cent over the four-year period, the LTI cash equivalent award will be pro-rata from 67 per cent to 100 per cent of the LTI cash equivalent; and
- (c) Where average annual ROIC is greater than 18 per cent, 100 per cent of the LTI cash equivalent will be awarded.

Should Shareholders not approve the grant of the FY21 and FY22 STI Share Rights to Chris Ellison, the cash equivalents of Chris Ellison's FY21 and FY22 STI Share Right entitlements will be paid to him as set out below, subject to the same entitlement criteria as set out under O.1 above:

- (a) Amounts over 50 per cent of Base FAR will be deferred and settled by way of cash equivalent;
- (b) Half of FY21's award in early FY23 and half in early FY24; and
- (c) Half of FY22's award in early FY24 and half in early FY25, depending on ongoing service and subject to clawback and malus provisions.

O.3 Information required under listing rule 10.15

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

- (a) Subject to Shareholder approval, the FY22 Share Rights to be granted to Chris Ellison on 17 November 2022, for which Shareholder approval is now being sought for reasons of good governance, could be settled with the issue of new Shares
- (b) Chris Ellison is a related party by virtue of being a Director of the Company
- (c) The number of FY22 LTI Share Rights granted to Chris Ellison, and subject to Shareholder approval, was 41,710 LTI Share Rights. The number of FY22 Share Rights granted to Chris Ellison was calculated using the value of the FY22 award divided by the five-day VWAP up to and including 30 June 2021
- (c) The number of deferred FY21 STI Share Rights was 7,875 half of which vested early FY23 (settled via an on-market purchase of shares) and half early FY24 (proposed to be settled via the issue of new MinRes Shares) and the number of deferred FY22 STI Share Rights granted to Chris Ellison was 8,348 half of which vest early FY24 and half early FY25 (proposed to be settled via the issue of new MinRes Shares). The number of deferred STI Share Rights granted to Chris Ellison was calculated using the value of the deferred STI award divided by the five-day VWAP up to and including 30 June 2021 and 30 June 2022 respectively
- (d) Chris Ellison's FY22 remuneration package is a total of \$3,645,898, comprising \$1,200,000 in Base Fixed Annual Remuneration, \$600,000 in cash short-term incentives (STI), \$54,570 in superannuation and other benefits and \$1,791,328 worth of Share based payments consisting of FY21 STI awards of 8,348 Shares valued at \$170,012 and FY20, FY21 and FY22 LTI awards of 71,810 Shares valued at \$1,621,316
- (e) 41,710 Share Rights have been granted to Chris Ellison under the FY22 LTI Plan, while 68,686 shares have vested in FY22 relating to prior years' LTI plans

EXPLANATORY STATEMENT (CONTINUED)

O. RESOLUTION 5 – APPROVAL FOR GRANT OF FY22 SECURITIES TO MANAGING DIRECTOR (CONTINUED)

- (f) The FY22 LTI Share Rights were granted on the terms set out in the LTI Plan and as summarised in the FY22 Remuneration Report
- (g) The deferred FY21 STI Share Rights were granted on 11 August 2021 and the deferred FY22 STI Share Rights were granted on 29 August 2022
- (h) The deferred FY22 LTI Share Rights were granted on 29 August 2022
- (i) The FY22 Share Rights were granted for no consideration as they are part of Chris Ellison's remuneration package
- (j) A summary of the LTI and STI Plans and the vesting conditions (subject to which the LTI and STI Share Rights will vest) are set out in the published FY21 and FY22 Remuneration Report
- (k) Details of any securities issued under the LTI plan 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 2022 for details of the LTI Share Rights granted to Chris Ellison for FY22
- (l) The issue of securities on exercise of vested FY22 Share Rights (securities) are the subject of this Resolution 5, for which approval is being sought
- (m) Should Shareholders not approve this Resolution 5, the cash equivalent of Chris Ellison's FY22 Share Right entitlements will be granted to Chris Ellison
- (n) 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
- (o) A voting exclusion statement is included in the Resolution.

O.4 Information required by Listing Rule 14.1A

If Resolution 5 is approved by Shareholders, the grants of FY22 Share Rights that have been made will be ratified.

If Resolution 5 is not approved by Shareholders, the Board will consider alternate arrangements to appropriately remunerate and incentivise Chris Ellison, which may include the provision of cash equivalents equal in value to the outcome that the FY22 Share Rights would have provided.

O.5 Board recommendation

The Directors (other than Chris Ellison who, given his interest in the outcome of this Resolution, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

P. RESOLUTION 6 – APPROVAL FOR GRANT OF FY23 SECURITIES TO MANAGING DIRECTOR

P.1 Background

In addition to approval sought for the FY22 Share Rights that have been granted as set out in Resolution 5 and as detailed in the FY22 Remuneration Report, the Board committed at the November 2021 AGM that approval will be sought for the grant of Share Rights for Chris Ellison in respect of FY23. This is comprised of the FY23 LTI Share Rights and the deferred component of the FY23 STI that Chris Ellison may become entitled to receive based on FY23 to FY26 long-term performance and FY23 annual performance.

An overview of the Company's FY22 LTI Plan is set out in the published Remuneration Report. No changes to the FY22 LTI Plan have been made for FY23. Accordingly, please refer to Section O.1 for a summary of the Company's FY22 LTI Plan.

The maximum LTI opportunity for the Managing Director under the FY23 LTI plan will be equal to 180 per cent of Base FAR (refer to Section O.1 for the definition of Base Far). A grant equal to the maximum LTI opportunity will be made to each of the FY23 participants, including Chris Ellison. The FY23 LTI Share Rights will vest in early FY27, with the amount vesting dependent on the Company's average ROIC performance over the four-year period FY23 to FY26.

EXPLANATORY STATEMENT (CONTINUED)**P. RESOLUTION 6 – APPROVAL FOR GRANT OF FY23 SECURITIES TO MANAGING DIRECTOR (CONTINUED)**

The proportion of FY23 LTI Share Rights granted to Chris Ellison which will vest, will be determined as follows:

- (a) Where average ROIC is less than 12 per cent, no LTI Share Rights will vest
- (b) Where average annual ROIC is between 12 per cent and 18 per cent over the four-year period, the LTI Share Rights will vest pro-rata from 67 per cent to 100 per cent of the LTI grant; and
- (c) Where average annual ROIC is greater than 18 per cent, 100 per cent of the LTI grant will vest.

The maximum STI opportunity for the Managing Director under the FY23 STI Plan is equal to 125 per cent of Base FAR. The STI grant for FY23 will be based on the FY23 STI measurement criteria, which remain consistent with the FY22 STI measurement criteria as set out in section 5.2 of the FY22 Remuneration Report. STI awards that exceed 50 per cent of Base FAR are deferred and settled by way of deferred STI Share Rights, half of which will vest in early FY25 and half in early FY26, depending on ongoing service and subject to clawback and malus provisions.

Subject to individual and Company performance for FY23, Chris Ellison may become eligible for up to 100 per cent of the maximum FY23 STI opportunity. STI awards that exceed 50 per cent of Base FAR are required to be deferred and settled by way of Share Rights that vest following the end of each of the following two financial years (i.e. half of FY23's award vests early FY25 and half early FY26) depending on ongoing service and subject to clawback and malus provisions.

P.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 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 and STI Plans. 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 FY23 LTI and deferred STI Share Rights to Chris Ellison.

Should Shareholders not approve the grant of the FY23 LTI Share Rights to Chris Ellison, the cash equivalent of Chris Ellison's FY23 LTI Share Rights entitlements will be paid to Chris Ellison, as follows, subject to the same entitlement criteria as set out under P.1 above:

- (a) Where average ROIC is less than 12 per cent, no LTI cash equivalent will be awarded
- (b) Where average annual ROIC is between 12 per cent and 18 per cent over the four-year period, the LTI cash equivalent payment will be pro-rata from 67 per cent to 100 per cent of the LTI grant; and
- (c) Where average annual ROIC is greater than 18 per cent, 100 per cent of the LTI cash equivalent will be paid.

Should Shareholders not approve the grant of the deferred FY23 STI Share Rights to Chris Ellison, the cash equivalent of Chris Ellison's FY23 STI entitlements will be paid to Chris Ellison as follows, subject to the same entitlement criteria as set out under P.1 above:

- (a) Amounts over 50 per cent of Base FAR will be deferred and half settled by way of cash equivalent in early FY25; and
- (b) Half settled by way of cash equivalent in early FY26, depending on ongoing service and subject to clawback and malus provisions.

P.3 Information required under listing rule 10.15

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

- (a) Subject to Shareholder approval, the FY23 Share Rights will be granted to Chris Ellison on 17 November 2022
- (b) Chris Ellison is a related party by virtue of being a Director of the Company
- (c) 58,922 LTI Share Rights will be granted to Chris Ellison under the FY23 LTI Plan, and no shares are due to vest in FY23 relating to prior years' LTI plans
- (d) Chris Ellison's FY23 remuneration package is estimated to be a total of \$5,837,015, comprising \$1,600,000 in base Fixed Annual Remuneration, \$800,000 in cash settled STI (assuming maximum STI entitlement), \$103,140 in superannuation and other benefits and \$3,333,875 worth of Share based payments consisting of a deferred FY22 STI award of 8,348 shares, deferred FY23 STI awards of 18,142 Shares (assuming a maximum FY23 STI entitlement) valued at \$735,056 and FY20, FY21, FY22 and FY23 LTI awards of 86,542 Shares valued at \$2,595,819 (based on the value of Share based payments for the FY23 Remuneration Report and, for the purposes of valuing FY22 Share Right awards, the closing Share Price on 3 October 2022). Chris Ellison's actual FY23 remuneration package will be detailed in the FY23 Remuneration Report, due for publication in August 2023

EXPLANATORY STATEMENT (CONTINUED)

P. RESOLUTION 6 – APPROVAL FOR GRANT OF FY23 SECURITIES TO MANAGING DIRECTOR (CONTINUED)

- (e) The FY23 Share Rights will be granted on the terms set out in the FY23 STI and LTI Plans which are consistent with those summarised in the FY22 Remuneration Report
- (f) The deferred FY23 STI Share Rights were granted on 29 August 2022, subject to approval under this Resolution, and FY23 LTI Share Rights will be granted on 17 November 2022 or as soon as reasonably practicable thereafter, but in any event no later than 12 months from the date of Shareholder approval
- (g) No consideration will be paid for the deferred FY23 STI Share Rights and FY23 LTI Share Rights as they are part of Chris Ellison's remuneration package
- (h) A summary of the FY23 STI plan and the vesting conditions (subject to which the STI deferred Share Rights will vest) are set out in the published FY22 Remuneration Report, while a summary of the FY23 LTI Share Rights terms and conditions are set out above
- (i) Details of any securities issued under the FY23 STI and FY23 LTI plans 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. Details of the Share Rights to be issued for FY23 are set out under item (c) and (d) above. The issue of shares for settlement of the FY23 Share Rights (securities) is the subject of Resolution 6, for which approval is being sought under Resolution 1 of this Notice
- (j) Should Shareholders not approve this Resolution 6, the cash equivalent of Chris Ellison's FY23 LTI Share Rights and deferred FY23 STI Share Right entitlements will be paid to Chris Ellison
- (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.

P.4 Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the grant of the deferred FY23 STI Share Rights and the FY23 LTI Share Rights to Chris Ellison under the FY23 STI and LTI Plans 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 6 is not passed, the Company will not be able to proceed with the grant of the deferred FY23 STI Share Rights or the FY23 LTI Share Rights to Chris Ellison under the FY23 LTI Plan and other substitute remuneration/cash equivalents will need to be paid to Chris Ellison equal to the value of the deferred FY23 STI Share Rights and FY23 LTI Share Rights that are not approved.

P.5 Board recommendation

The Directors (other than Chris Ellison who, given his interest in the outcome of this Resolution, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

Q. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS

Q.1 Background

Australian law restricts the benefits that can be given, without Shareholder approval, to individuals who hold a managerial or executive office on cessation of their employment or retirement from the Company to which sections 200B and 200E of the Corporations Act apply.

This approval is in relation to the Company's remuneration policy and existing obligations. It seeks to preserve the discretion of the Board and Remuneration Committee to determine the most appropriate leaving package under the relevant employment agreements, incentive plans and retirement plans. The remuneration policy for KMP, including an explanation of potential leaving entitlements, has been included in the Remuneration Report for many years. The Remuneration Report has been voted on by Shareholders at previous AGMs and has consistently received strong support from Shareholders and other key stakeholders.

MinRes' policy in relation to leaving entitlements is to treat departing employees and KMP appropriately and in accordance with applicable laws, market practice and Company policy.

EXPLANATORY STATEMENT (CONTINUED)

Q. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS (CONTINUED)

To assist MinRes meet this policy objective, the Board considers it prudent to seek Shareholder approval in respect of the potential leaving entitlements or benefits payable to any current or future employees who are members of MinRes' KMP (which includes Executive KMP and Directors of MinRes) at the time of cessation of their employment or at any time in the three years prior to cessation of their employment, as outlined in these Explanatory Notes.

Approval is also sought in relation to potential leaving entitlements for employees who are not KMP but who are Directors of a Group entity to which sections 200B and 200E of the Corporations Act apply (**Subsidiary Directors**) as the Board considers it appropriate and prudent to also seek Shareholder approval in respect of the potential leaving entitlements or benefits payable to any current or future employees who are Subsidiary Directors at the time of cessation of their employment, or at any time in the three years prior to cessation of their employment, as outlined in these Explanatory Notes.

ASX Listing Rule 10.19 requires Shareholder approval where an officer of MinRes or any of its Subsidiary Directors will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5 per cent of the equity interests of the entity.

Q.2 Shareholder approval

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Corporations Act, and for the purposes of ASX Listing Rule 10.19, for any 'termination benefits' that may be provided to KMP or Subsidiary Directors. Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements for KMP or Subsidiary Directors, or any variations to the existing discretions of the Board, Remuneration Committee and Executive Leadership Team (**ELT**). The potential leaving entitlements that may become payable to KMP and Subsidiary Directors and the discretions that may be exercised in respect of these are summarised in Appendix 1. Generally, these are benefits or entitlements arise under:

- The relevant employment or service agreement
- MinRes' incentive plans; or
- Local laws, policy and practice.

If Shareholder approval is obtained, the Board intends that no other leaving entitlements will be provided to KMP or Subsidiary Directors in connection with their ceasing to hold a managerial or Executive office, other than those within the scope of this approval or which are otherwise able to be provided without requiring approval under section 200B and 200E of the Corporations Act.

If Shareholder approval is obtained, it will be effective from the date the resolution is passed until the conclusion of the 2025 AGM. That is, Shareholder approval will be effective:

- If the Board, Remuneration Committee or ELT exercises certain discretions under MinRes' incentive plans (refer to Appendix 1)
- In relation to any equity awards (including conditional rights, options and Shares) granted under MinRes' incentive plans; and/or
- If the member of the KMP or a Subsidiary Director cease to hold office during the period beginning at the conclusion of the AGM in 2022 and expiring at the conclusion of the AGM in 2025. If considered appropriate, the Board may seek a further Shareholder approval at the AGM in 2025.

It can be reasonably anticipated that the relevant employment agreements, incentive plans and retirement plans will be amended (or replaced) from time to time in line with market practice and changing governance standards and, where relevant, changes in relation to KMP that will be reported in the Remuneration Report. However, it is intended that this approval will remain valid for as long as the relevant agreements, incentive plans and retirement plans applying to the KMP or Subsidiary Directors, provide for the entitlements, exercise of discretions, and treatments, on cessation of holding office, as set out in Appendix 1.

Should Shareholders not approve this resolution, benefits provided to individuals who hold or have held a managerial or Executive office on cessation of their employment or retirement from the Company will continue to be provided in accordance with the provisions of the Corporations Act and ASX Listing Rule 10.19.

EXPLANATORY STATEMENT (CONTINUED)

Q. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS (CONTINUED)

Q.3 Information on the value of the benefits or entitlements

The amount and value of the leaving entitlements being approved is the maximum potential benefit that could be provided for each of the categories described in Appendix 1. Approval of these leaving entitlements does not guarantee that any specific individual will receive them.

The amount and value of the leaving benefits or entitlements that may be provided cannot be ascertained in advance; however, the manner in which the amount is to be calculated, and any matters, events and circumstances that will, or are likely to, affect the calculation of the amount and value, is set out in Appendix 2.

Q.4 Board Recommendation

The Directors have abstained from making a recommendation to Shareholders in relation to this resolution because they have a personal interest in the subject of this resolution. The Listing Rules and the Corporations Act prohibit certain persons from voting on Resolution 7. A voting exclusion statement about Resolution 7 is set out on page 5.

R. RESOLUTION 8 – APPOINTMENT OF AUDITOR

R.1 Background

Given the length of tenure of the previous auditor, RSM Australia, the Board considered it good corporate governance to rotate the audit appointment and sought proposals from leading audit service providers, following which the Directors proposed the appointment of Ernst & Young as auditor of the Company.

Ernst & Young has been duly nominated for appointment as the Company's auditor by a Shareholder of the Company, as required by Section 328B of the Corporations Act. A copy of the Shareholder's written notice of nomination is set out in Appendix 3.

If Resolution 8 is passed, the appointment of Ernst & Young as the Company's auditors will take effect from the close of the AGM.

R.2 Shareholder approval

The Company is seeking Shareholder approval of the appointment of Ernst & Young as the Company's auditor, subject to ASIC consenting to the resignation of RSM Australia as auditor of the Company, pursuant to and for the purposes of section 327B of the Corporations Act, and for all other purposes.

R.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

APPENDIX 1 – POTENTIAL LEAVING ENTITLEMENTS BEING APPROVED

The potential leaving entitlements for which approval is sought (including the various discretions that may be exercised by the Board, Remuneration Committee or ELT) are summarised below. Capitalised terms are defined in the applicable incentive plan rules. Further details regarding the relevant agreements and plans are set out in the Remuneration Report, which is available at www.mrl.com.au

Agreement or plan	Treatment on cessation of employment
Employment agreements	<p>All Executive KMP are employed under agreements capable of termination by MinRes on up to 12 months' notice (depending on the individual employment agreement), or on up to 12 months' notice by the Executive KMP.</p> <p>Subsidiary Directors are employed under agreements capable of termination by MinRes or the Subsidiary Director on providing certain periods of notice (depending on the individual employment agreement), and do not exceed 12 months' notice by either party.</p> <p>MinRes may make a payment in lieu of some or all of the notice period (calculated by reference to base salary plus superannuation or pension contributions payable, plus any other benefits under the employment agreement).</p> <p>Employment agreements for Executive KMP or Subsidiary Directors also provide for additional benefits to be paid if the person dies or becomes permanently disabled while in the employment of the Group.</p> <p>Statutory payments and accrued contractual entitlements are also paid on cessation (such as days of leave accrued but not taken).</p> <p>MinRes may agree to continue to provide certain other benefits for a period following cessation where the arrangements are provided for under the employment agreement. This could include, but is not limited to, relocation or repatriation benefits. MinRes may also procure outplacement services be provided to Executive KMP or Subsidiary Directors.</p> <p>Additional benefits may be payable to Executive KMP or Subsidiary Directors at law depending on the jurisdiction in which the Executive KMP or Subsidiary Director is based at the time they cease employment or to hold office, and any changes in law that occur between the time the employment or service contract is entered into and the cessation date.</p> <p>This approval is intended to cover any such payments.</p>

APPENDIX 1 – POTENTIAL LEAVING ENTITLEMENTS BEING APPROVED (CONTINUED)

Agreement or plan	Treatment on cessation of employment
Incentive plans	<p>The treatment of Executive KMP or Subsidiary Directors’ entitlements or awards under MinRes incentive plans on ceasing employment with the Group will depend on whether they are determined to be a ‘Good Leaver’ pursuant to the terms of the relevant plan.</p> <p>Good Leaver treatment may apply where the reason for cessation of employment with the Group is due to retirement, retrenchment or bona fide redundancy, expiry of a fixed-term contract or termination by mutual agreement, or in other circumstances pursuant to the terms of the plan or as determined by the Board, Remuneration Committee or the ELT in its discretion. Where the reason for cessation of their employment with the Group is due to death, serious injury, disability or illness that prohibits continued employment or total and permanent disability, they will generally also be determined to be Good Leavers, however, treatment of entitlements or awards under MinRes incentive plans may differ to other Good Leavers as outlined above.</p> <p>Executive KMP or Subsidiary Directors who are not Good Leavers and cease employment as a result of termination for cause or misconduct will not be entitled to short-term incentives which have not yet been paid or granted and will forfeit all unvested short-term and long-term equity awards on cessation of their employment.</p> <p>For cash and equity awards made under MinRes’ Short-Term and Long-Term Incentive Plans, the treatment for Good Leavers may permit:</p> <ul style="list-style-type: none"> • Annual incentives that have not yet been paid may be delivered wholly in cash (with no deferral) and may be subject to pro-rating where an Executive KMP or Subsidiary Director has only served part of the performance period • Depending on the terms of the incentive plan: <ul style="list-style-type: none"> – Unvested equity that is not subject to a performance condition (for example, deferred equity awards granted under the Short-Term Incentive Plan/Cash and Deferred Plan) may remain on foot (wholly or in part) unless the Board, Remuneration Committee or ELT determine otherwise – Unvested equity that is subject to a performance condition (for example, equity awards granted under the Long-Term Incentive Plan) may remain on foot on termination and may be pro-rated for the portion of the vesting period served. In that event, the awards would be eligible for vesting in the ordinary course, subject to any applicable performance conditions, and, where applicable, become exercisable • Vested but unexercised awards will be exercisable for the remaining exercise period following cessation, unless the Board, Remuneration Committee or ELT determine otherwise • Shares acquired through MyShare, MinRes’ all employee share plan, through contributions from pre-tax base salary will be released on cessation of employment. <p>The Participant may also be entitled to some or all the Matched Shares.</p> <p>Certain equity awards carry entitlements for participants to receive dividend equivalent payments, which are provided in the form of additional shares (or an equivalent cash payment) on vesting of relevant awards.</p> <p>Approval is sought for the Board, Remuneration Committee and ELT to retain and exercise discretion in relation to Good Leavers (to the extent permitted by the terms of the relevant incentive plan):</p> <ul style="list-style-type: none"> • To vest or lapse (in part or in full) incentive awards with effect from the cessation date or such other date determined by the Board, Remuneration Committee or ELT • To allow unvested awards to remain on foot (in part or in full) and be eligible for vesting in the ordinary course • To award some or all of the Matched Shares under MyShare. <p>Where employment ceases for any reason before an award of cash or equity is granted in respect of a performance year, there is no entitlement to those awards for that year. However, except in the case of misconduct or termination for cause, the Board, Remuneration Committee or ELT may exercise its discretion and determine to pay the participant an amount in cash, equity, or both, having regard to performance and the portion of the performance year served.</p> <p>All unvested and vested awards remain subject to clawback and malus provisions, where the Board has the discretion to lapse Rights that are on foot, or clawback previously vested LTI or STI awards, in the event that the Board concludes that Rights should not vest or should not have vested due to fraud, dishonesty, or fundamental breach of duties (including misstatement or manipulation of financial information); or the intentional or inadvertent conduct of any person that the Board determines resulted in an unfair benefit being obtained by a participant.</p>

APPENDIX 1 – POTENTIAL LEAVING ENTITLEMENTS BEING APPROVED (CONTINUED)

Agreement or plan	Treatment on cessation of employment
Other payments	<p>Circumstances may arise from time to time where it will be appropriate for MinRes to make small incidental payments to a departing Executive KMP or Subsidiary Director, including allowing them to retain certain property following cessation (such as phones or other electronic devices), or making reasonable retirement gifts to recognise the contribution they made to the Group. Approval is sought to grant such incidental benefits provided they are reasonable and have an aggregate value that is less than 5 per cent of the outgoing person's fees or Base Fixed Annual Remuneration (as applicable) at the cessation date.</p> <p>Similarly, there may be instances where MinRes considers it appropriate to enter into arrangements with a departing Executive KMP or Subsidiary Director in connection with their cessation that include payment in settlement of liabilities and the reimbursement of legal fees subject to appropriate conditions.</p>
Additional payments that may apply to Subsidiary Directors	<p>Other benefits may be payable where a Subsidiary Director ceases to hold office or ceases employment and either the payment is in accordance with the local regulations, policy or market practice in the relevant jurisdiction, or is made pursuant to MinRes' practices or policies (for example in relation to payments on redundancy or other lump sum payments) in the relevant jurisdiction.</p> <p>On cessation, other than for cause, MinRes may make a payment to a KMP or Subsidiary Director, in consideration of the departing individual, confirming, extending or entering into appropriate restrictive covenants to protect MinRes and its Shareholders. The amount of such payment is governed by the individual's employment agreement and local regulations, policy, or market practice, as well as MinRes' policies and practices in the relevant jurisdiction.</p> <p>The calculation and value of any payment will consider the factors and circumstances outlined in Appendix 2.</p>

APPENDIX 2 – MATTERS EVENTS AND CIRCUMSTANCES THAT WILL OR ARE LIKELY TO AFFECT THE CALCULATION OF THE AMOUNT OR VALUE OF THE LEAVING ENTITLEMENTS

The amount or value of the leaving entitlements that may be given to KMP or Subsidiary Directors cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of that amount or value, including:

- The circumstances in which the individual ceases to hold office or ceases employment and whether they serve all or part of any applicable notice period
- Their base salary at the time of cessation of employment
- The length of their service with MinRes and the portion of any relevant performance or qualification periods that have expired at the time of cessation
- Any change in the individual's role, such as a redeployment
- The number of unvested equity entitlements held by the individual at the time of cessation and the number that either the Board, Remuneration Committee or ELT determines to vest, lapse or leave on foot in accordance with the relevant plans
- The market price of Mineral Resources Limited shares on the ASX when the value of any equity-based leaving entitlement or benefit is determined
- The individual's particular entitlement to retirement benefits
- The nature and value of any outplacement services provided to the individual
- The value of any accrued pension entitlement arising over the period of service until the date of cessation
- The value of any payment or contribution that may arise, and be paid, in respect of the notice period provided under the employment or service agreement
- In respect of any dividend equivalent payment, the amount of any dividends paid on Mineral Resources Limited shares on the ASX over the relevant vesting period
- In respect of any Matched Shares provided to the individual under MyShare, the number of Acquired Shares held by the individual on ceasing employment
- Any other factors that either the Board, Remuneration Committee or ELT determines to be relevant when exercising its discretions (such as the assessment of the performance of the individual up to the cessation date)
- The nature and value of any payment required to settle liabilities or reimburse legal fees
- The jurisdiction and location in which the individual is based at the time they cease to hold office or cease employment, and the applicable local laws, regulations, policy or market practice (including MinRes' practices or policies) in that jurisdiction; and
- Any changes in law between the date MinRes enters into an employment or service agreement with the individual and the date the individual ceases to hold office or employment.

NOTICE OF 2022 ANNUAL GENERAL MEETING

APPENDIX 3 – NOMINATION FOR APPOINTMENT OF ERNST & YOUNG AS AUDITOR OF THE COMPANY

Mineral Resources Limited
20 Walters Drive
OSBORNE PARK WA 6017

5 October 2022

Notice of Nomination of Auditor

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), I, Chris Ellison being a shareholder of Mineral Resources Limited (the Company), hereby nominate Ernst & Young for appointment as auditor of the Company.

Yours sincerely

A handwritten signature in black ink, appearing to be 'CE', written in a cursive style.

Chris Ellison

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 Australian Securities Exchange 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.

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.

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.



A: 20 WALTERS DRIVE, OSBORNE PARK
WESTERN AUSTRALIA 6017

P: LOCKED BAG 13,
OSBORNE PARK DC,
WESTERN AUSTRALIA 6916

T: +61 8 9329 3600

F: +61 8 9329 3601

E: RECEPTION@MRL.COM.AU

W: WWW.MRL.COM.AU

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

For your proxy appointment to be effective it must be received by **9:30am (AWST) on Tuesday, 15 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is

**Control Number: 181798**

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

By Mail:

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

By Fax:

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



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

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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, 17 November 2022 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, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 6 and 7 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, 5, 6 and 7 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 Election of Director - Mr Lulezim (Zimi) Meka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director - Mr James McClements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director - Ms Susan (Susie) Corlett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval for grant of FY22 Securities to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval for grant of FY23 Securities to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of potential termination benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Appointment of Auditor	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

