

GLENCORE

FACSIMILE TRANSMISSION

DATE: 27 May 2016

ATTENTION: Market Announcements Office

COMPANY: ASX Limited

SUBJECT / HEADER: Compulsory acquisition of shares in Sphere Minerals Limited
– List of objecting shareholders

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27 May 2016

Market Announcements Office
ASX Limited
20 Bridge Street
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COMPULSORY ACQUISITION OF SHARES IN SPHERE MINERALS LIMITED – LIST OF OBJECTING SHAREHOLDERS

List of Objectors:

In April 2016, Sidero Pty Limited ("**Sidero**") (a wholly owned subsidiary of Glencore plc) proposed to compulsorily acquire each ordinary share in Sphere Minerals Limited ("**Sphere**") that it did not own ("**Ordinary Shares**") for a cash payment of A\$0.06 per Ordinary Share in accordance with Part 6A.2 of the *Corporations Act 2001* (Cth) ("**Corporations Act**").

Pursuant to s664C of the Corporations Act, Sidero dispatched a compulsory acquisition notice on 21 April 2016 to the remaining Sphere shareholders ("**Notice**"). Among other things, the Notice informed the remaining Sphere shareholders of their right to object to the compulsory acquisition by completing and returning an objection form ("**Objection Form**") within one month of the deemed receipt of the Notice (i.e. by no later than 24 May 2016) ("**Objection Period**"). The Objection Period has now expired.

Pursuant to s664E(3) of the Corporations Act, we enclose a list setting out the names of the Sphere shareholders who have objected to the compulsory acquisition and details of the securities they hold.

We confirm that the enclosed list was lodged with ASIC today and will be provided to Sphere, pursuant to s664E(3)(b) and s664E(3)(c) of the Corporations Act respectively.

Completion of Compulsory Acquisition

Since Sphere shareholders holding at least 10% of the securities covered by the Notice did not object to the compulsory acquisition before the end of the Objection Period, Sidero now intends to complete the compulsory acquisition of the Ordinary Shares within 14 days of the expiry of the Objection Period, following which it will become the sole shareholder of Sphere.

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Sidero Pty Ltd (ABN 56 145 740 450)

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This will involve Sidero paying the consideration payable for the Ordinary Shares to Sphere, following which Sphere will be required to provide written notice to the former Sphere shareholders as soon as practicable informing them that Sphere is holding the consideration payable for the Ordinary Shares on trust in accordance with s666B(2) of the Corporations Act, pending instructions by the former Sphere shareholders on how to deal with the consideration.

Yours sincerely



Nicholas Talintyre
Company Secretary

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LIST OF OBJECTING SPHERE SHAREHOLDERS

Section 664E(3) of Corporations Act

| Shareholder | Security | Number | Date objection received |
|---------------------------------|---|--------------|-------------------------|
| SIN-TANG DEVELOPMENT PTE LTD | Fully paid ordinary shares | 48,990 | 13.05.2016 |
| GARY JAMES DENTON | Fully paid ordinary shares | 8,500 | 24.05.2016 |
| | TOTAL (as % of the 25,837,770 ordinary shares covered by the Notice) | 0.22% | |

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