

SPHERE MINERALS LIMITED

A SUBSIDIARY OF
GLENCORE

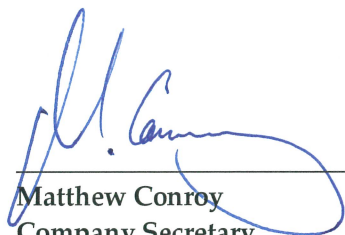
ASX Release

19 March 2014

SHAREHOLDER LOAN APPROVAL

The Independent Directors of Sphere Minerals Limited ("Sphere") today approved entering into a loan agreement with Glencore Australia Holdings Pty Limited ("Glencore") for a maximum draw down amount of US\$80M to fund the ongoing project works in Mauritania. The loan facility is unsecured and carries interest at the rate of 12% per annum plus a 1% per annum commitment fee on the undrawn amount of the facility limit. The total amount drawn down is to be repaid at the end of 18 months from the date of the first drawing, or upon completion of a rights issue, or upon the issue of new equity by Sphere in an amount sufficient to repay the amount owing, whichever occurs first.

As a related party transaction, the Independent Directors have reviewed and obtained independent legal and financial advice on the terms of the loan agreement and are satisfied that the terms of the loan agreement including the interest rate applied are reasonable to Sphere having regard to the terms which could have been achieved if Sphere and Glencore were dealing at arms length and are less favourable to Glencore than the terms which could have been achieved if Sphere and Glencore were dealing at arms length.



Matthew Conroy
Company Secretary
Sphere Minerals Limited