

5 May 2009



Dear Shareholder

You have been sent this pack to notify you of, and provide you information pertaining to, the Company's upcoming Annual General Meeting (**AGM**).

Included in your pack are:

- a Notice of Meeting, outlining the meeting arrangements and detailing the resolutions which are to be voted on at the meeting;
- an Explanatory Booklet which provides information relating to Resolution 1 – Sale of Assets to Minmetals;
- a proxy form to complete and return if you wish to vote on any of the resolutions but are unable to attend the AGM;
- a shareholder questions form for submitting questions to the Auditor or the Chairman; and
- a reply paid envelope in which to return your proxy form and/or shareholder questions form.

The 2008 Annual Report was released on 27 April 2009 and is available at www.ozminerals.com.

OZ Minerals will hold its Annual General Meeting on 11 June 2009 commencing at 10:30am. The meeting will be held at the Park Room, Melbourne Park Function Centre, Melbourne & Olympic Parks, Batman Avenue, Melbourne, Victoria. A map has been provided in the Notice of Meeting. The meeting will also be webcast live on the OZ Minerals website at www.ozminerals.com.

The first resolution to be voted on at the AGM is to approve the sale of certain of the Company's assets to China Minmetals Non-Ferrous Metals Co., Ltd (**Minmetals**). This resolution proposes that all of the Company's assets other than Prominent Hill, Martabe and certain other assets be sold to Minmetals for a cash price of US\$1,206 million.¹ The Board unanimously recommends that you vote in favour of this resolution in the absence of a superior proposal as it provides a complete solution to OZ Minerals' refinancing issues, sees the Company retain full ownership of the Prominent Hill mine and will enable the Company to repay its outstanding bank debt and retain a significant cash balance, providing the financial capacity to continue the development of Prominent Hill and financial flexibility going forward.

The Explanatory Booklet included with this letter has been produced in order to provide further information about this transaction and thereby to help you make a decision on whether to approve the resolution. Included in the booklet is a summary of the Independent Expert's Report. The Independent Expert, Grant Samuel, has concluded that the transaction is in the best interests of OZ Minerals shareholders. It is an important document and I encourage you to read it carefully.

As previously announced, the Board has decided that the optimal size for the Board of OZ Minerals post shareholder approval of the asset sale to Minmetals is six, comprising five independent Non-Executive Directors plus the Managing Director and Chief Executive Officer.

At this AGM you are also asked to vote on a resolution relating to the re-election of Mr Michael Eager as a Director of the Company. The Board, with Mr Eager abstaining, unanimously recommends that you vote in favour of his re-election.

As previously announced, Mr Ronnie Beevor, who, in accordance with the terms of the Constitution is required to retire at this AGM, has advised that he will not be standing for re-election. It is not proposed to replace Mr Beevor as a Director.

As previously announced, Mr Tony Larkin has also resigned from the Board and will not be replaced.

1. This price is based on the sale being on a cash free, debt free basis and on normal levels of working capital. The actual amount received by OZ Minerals at completion of the transaction will be subject to certain adjustments related to the working capital, net debt and agreed tax liabilities of the assets sold to Minmetals.

Mr Beevor and Mr Larkin have both made a valuable contribution to the Company, especially during the financial challenges we have faced in recent months. On all shareholders' behalf, I thank them for their efforts.

OZ Minerals will also have a new Managing Director and CEO going forward if the transaction with Minmetals is approved, following the decision of Mr Andrew Michelmores to join Minmetals in a senior executive capacity. Andrew was the founding Managing Director of OZ Minerals following its creation in July 2008, and he has led the Company and the senior management team through some extraordinarily difficult times to achieve a result that sees OZ Minerals able to continue as a smaller but viable enterprise. I also want to record my thanks to Andrew for the tireless efforts he has made in this regard.

The Board feels it is appropriate to refresh the Board and to that end I, as Chairman, and Mr Peter Mansell, plan to resign from the Board once a new Managing Director and CEO has been appointed and the Company has successfully completed the transition to its new form. The exact date of our resignations is yet to be ascertained but will be before OZ Minerals' 2010 AGM. New Directors will be presented for re-election at the general meeting which follows their appointment.

If all of the recommendations of the Board are accepted and the other planned changes are made, five of the current eight members of the Board will have left and have been replaced by two new Non-Executive Directors plus the Managing Director.

Another item for consideration at the AGM is the nomination of Mr Stephen Mayne for Director. The Board unanimously recommends you vote against this resolution.

If you are unable to attend the meeting, you are strongly encouraged to complete the enclosed proxy form to vote on these resolutions. We will be conducting a poll for all resolutions that are to be voted on at the meeting. The proxy form should be returned in the envelope provided or faxed to our share registry on +61 2 9287 0309 so that it is received by 10:30am (Melbourne time) on Tuesday, 9 June 2009. Alternatively, you can lodge your proxy online via the OZ Minerals Registry website (www.linkmarketservices.com.au and go to the "Proxy Voting" icon) by the same date and time.

If shareholders vote in favour of the first resolution, OZ Minerals will be transformed into a specialist copper and gold producer from the Prominent Hill mine in South Australia with exploration projects in South Australia, Cambodia and Thailand and with listed investments including 51.7% of Toro Energy. Having just been commissioned, Prominent Hill has demonstrated potential and highly prospective adjacent exploration ground. The Company will have a sound capital structure and good cash flow. The future of the Company will look considerably brighter than it has for much of 2008 and 2009.

Thank you for your continued support as a shareholder of OZ Minerals.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Barry Cusack', written in a cursive style.

Barry L Cusack
Chairman
OZ Minerals Limited