



OZ Minerals Limited
ABN 40 005 482 824

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of OZ Minerals Limited (the 'Company' or 'OZ Minerals') will be held at 2:30pm Adelaide time (3.00pm AEST) on Wednesday, 24 May 2017, at the Adelaide Oval, William Magarey Room, Level 3, Riverbank Stand, North Adelaide, South Australia.

You can view a live webcast of the meeting on OZ Minerals' website at www.ozminerals.com. The 2016 Annual and Sustainability Report is also accessible on the website.

The Explanatory Notes that accompany and form part of this Notice of Annual General Meeting describe the various matters to be considered.

Agenda

1. Financial Report

To receive and consider the Financial Report of the Company for the year ended 31 December 2016 together with the Directors' Report and Auditor's Report as set out in the 2016 Annual and Sustainability Report.

2. Election and re-election of directors

(a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Ms Rebecca McGrath, being a Director of the Company who retires in accordance with Rule 8.1(d) of the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.'

(b) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Ms Tonianna Dwyer, being a Director of the Company who retires in accordance with Rule 8.1(c)

of the Company's constitution and, being eligible, be elected as a Director of the Company.'

(c) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Mr Peter Tomsett, being a Director of the Company who retires in accordance with Rule 8.1(c) of the Company's constitution and, being eligible, be elected as a Director of the Company.'

Mr Neil Hamilton and Mr Paul Dowd will be retiring as Directors at the conclusion of the Annual General Meeting.

3. Adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That the Company's Remuneration Report for the year ended 31 December 2016 be adopted.'

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

4. Grant of performance rights to Mr Andrew Cole

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That approval is given for the Company to grant to the Company's Managing Director and Chief Executive Officer ('MD&CEO'), Mr Andrew Cole, performance rights under the OZ Minerals Equity Incentive Plan on the terms set out in the Explanatory Notes to this Notice of Meeting.'

5. Renew the Company's proportional takeover provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That the existing proportional takeover provisions in the form set out in Rule 6 of the Company's constitution are renewed for a period of three years commencing on the date of the AGM pursuant to 648G of the Corporations Act.'

By order of the Board.

A handwritten signature in blue ink, appearing to read 'Robert Mancini'.

Robert Mancini | 21 April 2017
Company Secretary

Notes

Voting entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the share register at 6.30pm Adelaide time, (7.00pm AEST) on Monday, 22 May 2017.

Proxies, Attorneys and Company Representatives

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf. If a member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a member and may be an individual or a body corporate. When more than one proxy is appointed, and the proportion of the members' voting rights is not specified, each proxy may exercise half the votes. If more than one proxy is present at the meeting, neither will be entitled to vote on a show of hands. On a poll, each proxy or attorney may only exercise votes in respect of those shares or voting rights the proxy or attorney represents.

A proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be signed in accordance with Section 127 of the *Corporations Act 2001* (Cth) ('Corporations Act') or by a power of attorney. In the case of shares jointly held by two or more persons, either joint holder may sign the proxy form. A document creating the power of attorney must be duly executed and specify the name of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be valid, duly signed proxies or attorneys (and any authority under which the proxy or attorney is signed or a certified copy of the authority) must be received at the Company's Share Registry, Link Market Services Limited, at the address or facsimile number below, or by the Company at its registered office not later than 2.30pm Adelaide time (3.00pm AEST) on Monday, 22 May 2017. 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. A proxy form is enclosed.

A member which is a body corporate and entitled to attend and vote at the meeting, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the meeting, may appoint an individual to act as its representative at the meeting by providing that person with:

- a letter or certificate, executed in accordance with the Corporations Act or the body corporate's constitution, authorising the person as the body corporate's representative; or
- a copy of the resolution, certified by the secretary

or a director of the body corporate, appointing the representative.

A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman of the meeting, must be produced prior to admission to the meeting.

Directing your proxy how to vote

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form.

If you mark the abstain box for a particular Item of business you are directing your proxy not to vote on your behalf and your shares will not be counted in computing the required majority on a poll.

If you do not mark a voting instructions box in respect of a particular Item of business, you are directing your proxy to vote as he or she decides, subject to any voting exclusions that apply to the proxy (as described below).

The Chairman of the meeting acting as proxy

You may appoint the Chairman of the meeting as your proxy. In addition, the Chairman of the meeting is deemed appointed where a completed proxy form is submitted which does not contain the name of the proxy or where the person appointed on the form is absent from the meeting or does not vote in accordance with your directions.

If you direct the Chairman how to vote on an Item of business, the Chairman must vote in accordance with your direction.

If you appoint the Chairman of the meeting as your proxy or the Chairman of the meeting is appointed as your proxy by default, and you do not mark a voting instructions box for Items 3 and 4, then by completing and submitting the proxy form, you will be expressly authorising the Chairman of the meeting to exercise the proxy as the Chairman sees fit in respect of Items 3 and 4 even though Items 3 and 4 are connected directly or indirectly with the remuneration of the Company's key management personnel.

The Chairman intends to vote all available proxies in favour of each Item of business, subject to any voting exclusions that apply to the proxy (as described below).

Voting Exclusion

For resolutions that are directly or indirectly related to the remuneration of a member of the key management personnel of the Company ('KMP'), the Corporations Act and the ASX Listing Rules, restrict KMPs and their closely related parties from voting, and from voting as proxies, in certain circumstances.

'Closely related party' is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by KMP.

In respect of Item 3 (Remuneration Report), and in accordance with the Corporations Act, the Company will disregard any votes cast on Item 3 (in any capacity) by or on behalf of:

- any member of the Company's KMP whose

remuneration is disclosed in the Remuneration Report; and

- any closely related parties of those KMP,

as well as any votes cast as a proxy on Item 3 by members of the KMP at the date of the meeting and their closely related parties, unless the vote is cast:

- as a proxy for a person who is entitled to vote on Item 3 and that vote has been cast as directed on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though Item 3 is connected with the remuneration of the Company's KMP.

In respect of Item 4 (Grant of Performance Rights to Mr Andrew Cole), and in accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on Item 4 (in any capacity) by or on behalf of:

- Mr Cole; and
- any of his associates,

as well as any votes cast as a proxy on Item 4 by members of the KMP at the date of the meeting and their closely related parties, unless the vote is cast:

- as a proxy for a person who is entitled to vote on Item 4 and that vote has been cast as directed on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though Item 4 is connected with the remuneration of a member of the Company's KMP.

If you appoint a KMP of the Company (other than the Chairman), or a closely related party of a KMP, or, in relation to Item 4, an associate of the MD&CEO, as your proxy, they will not be able to cast your votes on Items 3 or 4 (where applicable) unless you direct them how to vote. If you appoint the Chairman of the meeting as your proxy or the Chairman of the meeting is appointed as your proxy by default and you do not mark a voting instructions box for Items 3 and 4, you acknowledge that by completing and submitting the proxy form you will be expressly authorising the Chairman of the meeting to exercise the proxy as the Chairman sees fit in respect of Items 3 and 4 even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of the Company's KMP.

Share Registry

Postal Address:

OZ Minerals Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Or by hand, delivering it to:

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138 or
Level 12, 680 George Street, Sydney NSW 2000.
Facsimile: +61 2 9287 0309

Explanatory Notes

These explanatory notes are intended to provide members of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Annual General Meeting. The Directors recommend that the members read these Explanatory Notes before making any decision in relation to the resolutions.

Item 2 – re-election and election of directors

(a) Ms Rebecca McGrath BTP (Hons), MASC, FAICD

Ms Rebecca McGrath is required to retire by rotation in accordance with Rule 8.1(d) of the Company's constitution.

Ms McGrath is an experienced independent company director and chairman. She is currently Chairman of Investa Office Management Holdings, Non-Executive Director of Incitec Pivot Limited and Non-Executive Director of Goodman Group.

Prior to her non-executive career Ms McGrath spent 24 years in the oil industry both in Australia and overseas. During this time she held a range of senior operational and corporate executive positions. Her last executive role was Chief Financial Officer and a member of BP's Executive Management Board for Australia and New Zealand.

Ms McGrath is a member of the Advisory Council at JP Morgan Australia, and a Council member of the Victorian Division of the Australian Institute of Company Directors.

Ms McGrath is the Chair of the Human Resources & Remuneration Committee and a member of the Audit Committee.

The Board considers Ms McGrath to be an independent Non-Executive Director.

The Board (in the absence of Ms McGrath), having reviewed Ms McGrath's performance, unanimously recommends that members vote in favour of the re-election of Ms McGrath.

The Chairman of the meeting intends to vote all available undirected proxies in favour of the re-election of Ms Rebecca McGrath.

(b) Ms Tonianna Dwyer BJuris (Hons), LLB (Hons)

Ms Tonianna Dwyer is required to retire in accordance with Rule 8.1(c) of the Company's constitution.

Ms Dwyer joined the Board on 22 March 2017.

Ms Dwyer is an independent non-executive public company director. She currently sits on the Boards of DEXUS Property Group, Metcash Limited and ALS Limited. She is Deputy Chancellor of the University of Queensland, a non-executive director of Queensland Treasury Corporation and was previously a director of Cardno Limited.

Having qualified as a lawyer in Western Australia, she spent over 20 years in investment banking and real estate fund management in London, returning to live in Australia in 2010. During her executive career, she was

a Director of Investment Banking at Societe Generale / Hambros Bank advising companies in the UK, Europe and US on M&A, restructurings and refinancings. She joined LSE listed property company, Quintain Estates & Development plc, in 2003 where she was appointed Head of Fund Management and in 2006 was appointed to the Board as an Executive Director. Quintain was the developer of the two largest urban renewal projects in London – at Wembley and on the Greenwich Peninsula.

Ms Dwyer is a graduate member of Australian Institute of Company Directors and a member of Chief Executive Women and Women Corporate Directors.

The Board considers Ms Dwyer to be an independent Non-Executive Director.

The Board (in the absence of Ms Dwyer), having reviewed Ms Dwyer's performance, unanimously recommends that members vote in favour of the election of Ms Dwyer.

The Chairman of the meeting intends to vote all available undirected proxies in favour of the election of Ms Tonianna Dwyer.

(c) Mr Peter Tomsett BEng (Hons 1), MSc

Mr Peter Tomsett is required to retire in accordance with Rule 8.1(c) of the Company's constitution.

Mr Tomsett joined the Board on 22 March 2017.

Mr Tomsett's international career has spanned a wide range of technical, operational and senior management roles in the mining industry. He spent 20 years with global gold and copper company Placer Dome Inc. in a number of senior roles, culminating in serving as President and Chief Executive Officer until its acquisition in 2006.

He has been a Director of the Minerals Council of Australia, the World Gold Council and the International Council for Mining and Metals. Mr Tomsett has considerable international board level experience in the resources sector. He served as Non-Executive Chairman of TSX and ASX listed Equinox Minerals until its acquisition in 2011. He is currently Non-Executive Chairman of TSX and NASDAQ listed, Silver Standard Resources Inc, and is also a Non-Executive Director of LSE listed Acacia Mining plc.

The Board considers Mr Tomsett to be an independent Non-Executive Director.

The Board (in the absence of Mr Tomsett), having reviewed Mr Tomsett's performance, unanimously recommends that members vote in favour of the election of Mr Tomsett.

The Chairman of the meeting intends to vote all available undirected proxies in favour of the election of Mr Peter Tomsett.

Item 3 – remuneration report (non-binding resolution)

The Company has included in the 2016 Annual and Sustainability Report a detailed Remuneration Report setting out prescribed information relating to remuneration. This report is submitted for adoption by a non-binding vote of members at the Annual General Meeting.

A copy of the Remuneration Report is set out on pages 52 to 67 of the 2016 Annual and Sustainability Report and is available from the Company's website www.ozminerals.com.

The Remuneration Report:

- explains the Board's policies in relation to the objectives and structure of remuneration;
- discusses the relationship between the policies and the Company's performance;
- provides a detailed summary of performance conditions, why they were chosen and how performance is measured against them; and
- sets out the remuneration details for each of the KMP of the Company.

The Board unanimously recommends that members vote in favour of adopting the Remuneration Report.

This resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the discussion on this resolution and the outcome of the vote will be taken into consideration by the Board and the Human Resources and Remuneration Committee when considering the future remuneration arrangements of the Company.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Item 3.

Item 4 – grant of performance rights to Mr Andrew Cole

In accordance with ASX Listing Rule 10.14, the Company is seeking the approval of shareholders for proposed grant of performance rights to the MD&CEO, Mr Andrew Cole, pursuant to the OZ Minerals 2017 Long Term Incentive Plan ('LTIP').

Approval is being sought to allow the Company flexibility to either issue new shares or to purchase shares on-market for allocation to Mr Cole upon vesting of performance rights.

(a) LTIP terms and conditions

Information regarding the general operation of the LTIP is set out in the Company's Remuneration Report.

Each performance right entitles Mr Cole to one fully paid ordinary share in the Company subject to the satisfaction of the vesting conditions described below (and any adjustment under the Equity Incentive Plan Rules if any bonus issue, rights issue or other capital reconstructions occur after the Performance Rights are granted). Shares allocated on vesting of performance rights will rank equally with shares in the same class.

The number of performance rights to be granted to Mr Cole will be 135,446. This number was determined based on the MD&CEO's LTI opportunity (150% of fixed annual remuneration of \$750,000), divided by the volume weighted average share price on the five trading days from 1 January 2017 (being 8.3059 per share), rounded up to the nearest whole number.

The performance period will run from 1 January 2017 to 31 December 2019 ('Performance Period'). No

performance rights will be granted pursuant to this approval more than 12 months after the date of the 2017 Annual General Meeting. No amount is payable on the granting or vesting of performance rights. Performance rights will be granted under, and are subject to, the OZ Minerals Equity Incentive Plan Rules. Performance rights do not carry any dividend or voting rights prior to vesting.

If the Board determines that the vesting conditions are satisfied (see below), performance rights will automatically vest. Shortly after vesting of performance rights, the Board may settle the performance rights by issuing new shares or acquiring existing shares on market. Alternatively, the Board may determine to settle the performance rights with a cash equivalent amount. The shares, or a cash equivalent amount as determined by the Board, will then be allocated or paid to Mr Cole as soon as practicable following vesting of the performance rights.

(b) Vesting conditions

The Board has determined that the performance rights to be granted to Mr Cole (if approval is received) will be subject to the following vesting conditions:

- a service condition; and
- two LTI Plan performance conditions.

Service Condition

The service condition is met if Mr Cole is continuously employed by OZ Minerals until the end of the Performance Period.

LTI Plan Performance Conditions

70% of the rights are subject to a Total Shareholder Return ('TSR') performance condition that is the Company's TSR as measured against a Comparator Group. The Board considers that TSR is an appropriate performance hurdle because it ensures that a proportion of each participant's remuneration is linked to shareholder value and ensures that participants only receive a benefit where there is a corresponding direct benefit to shareholders. TSR reflects benefits received by shareholders through share price growth and dividend yield and is the most widely used long term incentive hurdle in Australia.

The Comparator Group is made up of selected companies which are considered to be alternative investment vehicles for local and global investors and are impacted by commodity prices and cyclical factors in a similar way to the Company. The Board retains the discretion to adjust the Comparator Group over time to take account of mergers, takeovers, new entrants and other changes.

To ensure an objective assessment of the relative TSR comparison, the Company employs an independent organisation to calculate the TSR ranking.

70% of Mr Cole's total performance rights will vest as set out below.

TSR Ranking versus Comparator Group	% of Maximum Award:
Below the 50th percentile	0% vest
At the 50th percentile	50% vest
Between the 50th percentile and 75th percentile	Between 50% and 100% vest progressively by using a straight line interpolation
At or above the 75th percentile	100% vest

The remaining 30 per cent of performance rights are subject to an absolute share price growth performance condition. This hurdle will be satisfied if the OZ Minerals share price has increased by at least 20 per cent over the Performance Period.

30 per cent of Mr Cole's total performance rights will only vest where the share price growth is 20 per cent or above as set out below:

OZ Minerals Share Price Growth over the Performance Period	Proportion of Performance – related performance rights that vest
Less than 20%	0%
20% or greater	100%

The performance rights lapse if and to the extent that the vesting conditions are not met. There is no re-testing.

(c) Treatment of rights on cessation of employment

If Mr Cole's employment is terminated for cause, or due to resignation, all unvested performance rights will lapse, unless the Board determines otherwise.

In all other circumstances, unless the Board determines otherwise, a pro rata portion of Mr Cole's performance rights, calculated by reference to the portion of the performance period that has elapsed, will remain on foot, and will vest or lapse as though Mr Cole had not ceased employment subject to the performance conditions as set by the Board.

If and when these performance rights vest, shares will be allocated (or a cash equivalent amount will be paid) in accordance with the OZ Minerals Equity Incentive Plan Rules and any other conditions of grant.

(d) Change of control

In the event of a takeover or change of control of OZ Minerals, the Board has a discretion to determine that vesting of all or some of the performance rights should be accelerated. If a change of control occurs before the Board has exercised its discretion, a pro rata portion of the performance rights will vest, calculated based on the portion of the relevant performance period that has elapsed up to the change of control, and the Board retains a discretion to determine if the remaining performance rights will vest or lapse.

(e) Clawback

In the event of fraud, dishonesty, gross misconduct or material misstatement of the financial statements, the Board may make a determination, including the lapsing of unvested performance rights, the forfeiture of shares allocated on vesting of performance rights and/or repayment of any cash payment or dividends, to ensure that no unfair benefit is obtained.

(f) Other information

In relation to the LTIP:

- Mr Cole is the only Director entitled to participate in the LTIP.
- There is no loan scheme in relation to the performance rights.
- Mr Cole is prohibited from hedging the share price exposure in respect of performance rights during the Performance Period applicable to those performance rights.
- If shareholder approval is obtained, details of the performance rights granted to Mr Cole under the LTIP will be provided in the Company's Annual Report for the financial year ending 31 December 2017.
- In 2016, Mr Cole received 201,223 securities under the LTIP. No other Director has previously received any securities under the LTIP.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15 per cent of its issued capital without shareholder approval in a 12-month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15 per cent available under that rule. However, if approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the performance rights granted to Mr Cole and any shares issued pursuant to this approval will not use up part of the 15 per cent available under ASX Listing Rule 7.1.

(g) Director's recommendation

The Board (in the absence of Mr Cole) considers the grant of performance rights to Mr Cole to be appropriate in all the circumstances and unanimously recommends that shareholders vote in favour of Item 4.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Item 4.

Item 5 – renew the Company's proportional takeover approval provisions

(a) Background

The Company's constitution currently contains provisions dealing with proportional takeover bids for OZ Minerals shares. The provisions, which are contained in Rule 6 of the constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. If renewed, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions and will have effect for a three year period commencing on 24 May 2017.

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

(b) Effect of the provisions to be included

A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares.

If the proportional takeover provisions in the constitution are renewed and a proportional takeover bid is made after 24 May 2017, the Directors must hold a meeting of the shareholders of the class of shares being bid for to consider whether or not to approve the bid.

The Directors must ensure that a resolution to approve the bid is voted on at least 14 days before the last day of the bid period. The resolution will be passed if more than 50 per cent of eligible votes are cast in favour of the approval.

The bidder and its associates are not allowed to vote on the resolution.

If no such resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed. If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved or taken to have been approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Company's constitution.

The proportional takeover provisions do not apply to full takeover bids and will only apply for three years after the AGM, unless again renewed by shareholders.

(c) Reasons for proposing the resolution

The Directors consider that shareholders should have the opportunity to vote on any proportional takeover bid for the Company. Without the proportional takeover provisions being included in the constitution, a proportional takeover bid for the Company may enable control of the Company to be acquired without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be at risk of passing control to the bidder without payment of an adequate control premium for all their shares whilst leaving themselves as part of a minority interest in the Company.

The proportional takeover approval provisions lessen these risks because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

The benefit of the provision is that shareholders are able

to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

(d) No knowledge of present acquisitions proposals

As at the date of this notice, no Director of the Company is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(e) Potential advantages and disadvantages for the Directors and shareholders of the Company

The renewal of the proportional takeover provisions will enable the Directors to formally ascertain the views of shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of shareholders. Other than this advantage, the Directors consider that the renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be approved.

The potential advantages of the proportional takeover provisions for shareholders of the Company are:

- shareholders have the right to determine by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist shareholders to avoid being locked in as a minority;
- increase in shareholders bargaining power which may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to accept or reject an offer under the bid.

The potential disadvantages of the proportional takeover provisions for shareholders include:

- the likelihood of a proportional takeover bid being successful may be reduced and the provisions may discourage the making of a proportional takeover bids in respect of the Company;
- the provisions may reduce the opportunities which shareholders may have to sell all or some of their shares at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price; and
- the provisions may be considered an additional restriction on the ability of individual shareholders to deal freely in their shares.

However, on balance, the Directors do not perceive those disadvantages as justification for not renewing the proportional takeover provisions for a further three years.

(f) Review of advantages and disadvantages of the proportional takeover approval provisions

While proportional takeover provisions have been in effect under the Company's constitution, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no actual examples against which the advantages or disadvantages of the existing proportional takeover provisions (that is, Rule 6 of the existing constitution) could be reviewed for the Directors and shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by Rule 6.

(g) Director's recommendation

The Board unanimously recommends that shareholders vote in favour of the approval of the proportional takeover provisions.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Item 5.

Annual General Meeting

2:30pm Adelaide time (3.00pm AEST)

Wednesday, 24 May 2017

Adelaide Oval, William Magarey Room

Level 3, Riverbank Stand

North Adelaide, South Australia

Contact Details

OZ Minerals Limited
ABN 40 005 482 824

Head Office

Level 1, 162 Greenhill Road
Parkside SA 5063
Telephone: (61 8) 8229 6600
Facsimile: (61 8) 8229 6601
Email: info@ozminerals.com

William Magarey Room Level 3, Riverbank Stand

