

9 March 2022

Dear Shareholder

Notice of Annual General Meeting 2022

OZ Minerals Limited's ('Company' or 'OZ Minerals') Annual General Meeting ('AGM') will be held at 10.00am Adelaide time (10.30am AEST) on Friday, 8 April 2022, at the Company's Head Office at 2 Hamra Drive, Adelaide Airport, South Australia.

Shareholders will have the opportunity to attend the AGM in person or virtually through an online platform provided by our Share Registry, Link Market Services <https://meetings.linkgroup.com/OZL22>. A live webcast of the meeting will also be available to view at OZ Minerals' website at <http://www.ozminerals.com>.

For the health and safety of all shareholders who attend the AGM in person, OZ Minerals will be observing social distancing and any other government requirements that apply based on the COVID-19 situation prevailing at the time. Shareholders attending in person may be requested to wear face masks.

The health of the Company's shareholders, employees and other meeting attendees is of paramount importance. We ask that you do not attend the AGM if you feel unwell or have been in contact with someone who may have been affected by COVID-19. Proof of COVID vaccination will be required for all attending per our current site attendee requirements.

Other restrictions and precautionary measures may also be imposed on attendance if necessary, so all shareholders are encouraged to submit written questions in advance of the meeting, even if they plan to attend the meeting. Shareholders are also requested to advise us by email at agm@ozminerals.com by Tuesday, 5 April 2022 if they plan to attend the meeting in person.

Shareholders who plan to attend the AGM should take heed of government warnings and advice and monitor OZ Minerals' website for any updates about the AGM, including the format and location of the meeting. Any changes will be announced on the OZ Minerals website and to the ASX.

The Company will not be sending physical copies of the Notice of AGM unless a Shareholder has requested a hard copy. Instead, the Notice of AGM is being made available to shareholders electronically. This means that:

- A copy of the Notice of AGM can be viewed and downloaded online at the Company's website at <https://www.ozminerals.com/AGM>.
- A copy of the Notice of AGM will also be available on the Company's ASX Market announcement page at <https://www2.asx.com.au>, under the Company's ticker code OZL.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice of AGM.
- If you have requested a hard copy of the Notice of AGM, you will receive a hard copy of the Notice of AGM, which will be sent to your address, as set out in OZ Minerals' register of members.

If you are unable to access the Notice of AGM please contact our Share Registry, Link Market Services at registrars@linkmarketservices.com.au or by phone on +61 1300 306 089 between 9am and 5.00pm (AEST) Monday to Friday to obtain a copy.

All resolutions for the AGM will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the AGM, either in person or through the Company's online platform at Link Market Services <https://meetings.linkgroup.com/OZL22>.

Further information on how to attend and vote at the AGM through the online platform is set out in the Notice of AGM and the Online Platform Guide available on our website and on the Company's ASX Market announcement page at <https://www2.asx.com.au>.

If you are intending to appoint a proxy to attend and vote at the AGM on your behalf, please complete and return the enclosed personalised Proxy Form to the Company's Share Registry by lodging it online or by delivering it to Link Market Services, in accordance with the instructions set out in the Proxy Form. To be valid your duly signed Proxy Form must be received by no later than 10.00am Adelaide time (10.30am AEST) on Wednesday, 6 April 2022.

Shareholders who have not elected to receive a printed copy of OZ Minerals' 2021 Annual and Sustainability Report may obtain a copy from the Company's website at <https://www.ozminerals.com>.

Your directors and the management of OZ Minerals look forward to providing an update on OZ Minerals activities at the AGM. Should you require any further information please contact us at agm@ozminerals.com.

Sincerely,



Julie Athanasoff

Group Manager Legal and Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of OZ Minerals Limited (the 'Company' or 'OZ Minerals') will be held at 10.00am Adelaide time (10.30am AEST) on Friday, 8 April 2022, at the Company's Head Office, at 2 Hamra Drive, Adelaide Airport, South Australia.

For the health and safety of all shareholders who attend the meeting in person, OZ Minerals will be observing social distancing and any other government requirements that apply based on the COVID-19 situation prevailing at the time. Shareholders attending in person may be requested to wear face masks.

Shareholders who plan to attend the AGM should take heed of government warnings and advice and monitor OZ Minerals' website for any updates about the AGM, including the format and location of the meeting. Any changes will be announced on the OZ Minerals website and announced to the ASX.

The health of the Company's shareholders, employees and other meeting attendees is of paramount importance. We ask that you do not attend the AGM if you feel unwell or have been in contact with someone who may have been affected by COVID-19. Proof of COVID vaccination will be required for all attending per our current site attendee requirements.

Other restrictions and precautionary measures may also be imposed on attendance if necessary, so all shareholders are encouraged to submit written questions in advance of the meeting and to a directed proxy, even if they plan to attend the meeting.

Webcast – You can view a live webcast of the meeting on OZ Minerals' website at www.ozminerals.com. The 2021 Annual and Sustainability Report is also accessible on the website.

Virtual participation at the AGM – The Company is also pleased to provide shareholders with the opportunity to participate in the Meeting virtually through an online platform provided by our share registrar Link Market Services <<https://meetings.linkgroup.com/OZL22>>. Further information on how to do this is set out in this Notice of AGM and the Online Platform Guide available on our website.

The Explanatory Notes that accompany and form part of this Notice of AGM 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 2021 together with the Directors' Report and Auditor's Report as set out in the 2021 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 Mr Charles Sartain, being a Director of the Company who retires in accordance with Rule 8.1(d) of the Company's constitution and, being eligible, offers himself 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 Dr Sarah Ryan, 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.'

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 2021 be adopted.'

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

A voting exclusion applies to this Item as outlined in the Explanatory Notes to this Notice of Meeting.

4. LONG TERM INCENTIVE 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 all purposes, including ASX Listing Rule 10.14, for the Company to grant to the Company's Managing Director and Chief Executive Officer ('Managing Director & CEO'), Mr Andrew Cole, performance rights under the OZ Minerals Omnibus Incentive Plan as his long term incentive grant for the year ended 31 December 2022 on the terms set out in the Explanatory Notes to this Notice of Meeting.'

A voting exclusion applies to this Item as outlined in the Explanatory Notes to this Notice of Meeting.

5. SHORT TERM INCENTIVE 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 all purposes, including ASX Listing Rule 10.14, for the Company to grant to the Company's Managing Director and Chief Executive Officer, Mr Andrew Cole, performance rights under the OZ Minerals Omnibus Incentive Plan as the deferred portion of his short term incentive grant for the year ended 31 December 2021 on the terms set out in the Explanatory Notes to this Notice of Meeting.'

A voting exclusion applies to this Item as outlined in the Explanatory Notes to this Notice of Meeting.

By order of the Board.



Julie Athanasoff

Company Secretary

Date: 9 March, 2022.

For personal use only



NOTES

How to vote at the AGM

All resolutions will be by poll

In accordance with clause 7.6(b)(2) of the constitution, the Chairman intends to call a poll on each of the resolutions proposed at the AGM. The Chairman considers voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the meeting.

Attending the meeting in person

Shareholders can attend the AGM in person and vote using the paper voting cards provided.

If you are attending the AGM in person, please bring the attached Voting Form with you to assist with your registration.

Direct Voting – virtual participation at the AGM using Link Group's online platform

In accordance with clause 7.7(j) of the Company's constitution, and to facilitate shareholder participation, shareholders who are unable to attend the meeting in person will have the opportunity to participate in the AGM through the Company's online platform at <<https://meetings.linkgroup.com/OZL22>>. If you choose to participate in the meeting in this way, you will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Shareholders participating in the meeting using the Company's online platform will be able to vote between the commencement of the AGM (10.30am AEST on Friday, 8 April 2022) and the closure of voting as announced by the Chairman during the AGM.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide. The Online Platform Guide will be lodged with the ASX and will also be available on our website. The virtual meeting is viewable from desktops and laptops. To participate and vote online you will need your shareholder number and postcode. Proxy holders will need their proxy number which will be provided by Link Market Services no later than 24 hours prior to the meeting and following lodgement of the proxy appointment. Please ensure that your internet browser is compatible, by following the instructions in the Online Platform Guide – we recommend confirming this prior to determining whether to participate in the AGM using the Company's online platform. It is also recommended that shareholders who elect to participate in the AGM through the Company's online platform log in to the online portal at least 15 minutes prior to the scheduled start time for the meeting.

Voting entitlements

The Directors have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the AGM will be as it appears in the share register at 6.30pm Adelaide time, (7.00pm AEST) on Wednesday, 6 April 2022.

Appointing Proxies, Attorneys and Company Representatives

Enclosed with this Notice of Meeting is a proxy form. 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 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 on page 5, or by the Company at its registered office not later than 10.00am Adelaide time (10.30am AEST) on Wednesday, 6 April 2022. 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 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 provided prior 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, 4, and 5, 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, 4, and 5 even though Items 3, 4, and 5 are connected directly or indirectly with the remuneration of the Company's key management personnel ('KMP').

The Chairman intends to vote all available proxies in favour of each Item of business.

Voting Exclusions

Item 3

In respect of Item 3 (Remuneration Report), 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 for the year ended 31 December 2021; 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 in the proxy form to exercise the proxy as the Chairman sees fit, even though Item 3 is connected with the remuneration of the Company's KMP.

Items 4 and 5

In respect of Items 4 and 5 (Grants of Performance Rights to Mr Andrew Cole), the Company will disregard any votes cast in favour of Items 4 and 5 (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 Items 4 and 5 by members of the KMP at the date of the meeting and their closely related parties, unless the vote is cast on Items 4 and 5:

- ✓ as a proxy or attorney for a person who is entitled to vote on Items 4 and 5 and that vote has been cast in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- ✓ as a proxy for a person entitled to vote on the resolution by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman decides; or
- ✓ by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - › 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 Item 4 and 5; and
 - › the holder votes on Items 4 and 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

How to ask questions prior to and during the AGM

Asking questions prior to the Meeting

You may submit a written question to the Company or the auditor in advance of the meeting regardless of whether you plan to attend the meeting in person or through the online platform, or if you are unable to attend. You can do this by emailing the Company Secretary at Julie.Athanasoff@ozminerals.com. Written questions must be received by 5.00pm (AEDT) on Friday, 1st April 2022.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Asking questions during the Meeting

You may also ask questions during the meeting whether you are attending in person or via the online platform. If you are not attending in person, you may ask questions in two ways:

- ✓ by submitting a written question on the online platform; or
- ✓ by asking an oral question. If you would like to ask an oral question, you will need to register for a unique PIN. To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

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
Parramatta Square, Level 22,
Tower 6, 10 Darcy Street,
Parramatta NSW 2150

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 AGM. 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) **Mr Charles Sartain** BEng (Mining)(Hons), Hon.DEngin Qld, Fellow of Australasian Institute of Mining and Metallurgy, Fellow of The Academy of Technological Sciences and Engineering.

Mr Charles Sartain has been a Non-Executive Director of OZ Minerals since 1 August 2018. Mr Sartain is required to retire by rotation in accordance with Rule 8.1(d) of the Company's constitution.

Mr Sartain has more than 35 years' international mining experience. He was Chief Executive Officer of Xstrata's global copper business for nine years from 2004, during which he oversaw the growth of the business to become one of the world's leading copper producers, with operations and major projects in seven countries. Prior to that, he held senior executive positions in Latin America and Australia including General Manager and President of Minera Alumbrera Ltd in Argentina, General Manager of Ernest Henry copper-gold mine and General Manager of Ravenswood Gold Mines in Queensland.

Mr Sartain is currently a non-executive director of Brisbane-based ASX-listed ALS Limited, and was formerly a non-executive director of Canadian-based TSX/NYSE-listed gold company Newmont Corporation and TSX-listed Goldcorp Inc prior to its acquisition by Newmont. He is Chairman of the Advisory Board of the Sustainable Minerals Institute at the University of Queensland and Chairman of the Board of Wesley Medical Research.

His former institutional roles have included Chairman of the International Copper Association, a Member of the Department of Foreign Affairs and Trade's Council on Australian Latin American Relations, a member of the Senate of the University of Queensland and a Local Councillor of the Dalrymple Shire Council (Queensland).

Mr Sartain is the Chair of the Sustainability Committee and a member of the Audit and Nomination Committees.

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

The Board believes Mr Sartain's international mining and executive management experience further enhances the Board's ability to oversee OZ Minerals' performance

and governance. Mr Sartain's insights, knowledge and experience are particularly valuable in his role as a member of the Sustainability, Audit and Nomination Committees.

Accordingly, the Board (in the absence of Mr Sartain), having reviewed Mr Sartain's performance, unanimously recommends that members vote in favour of the re-election of Mr Sartain.

The Chairman of the meeting intends to vote all available proxies in favour of the re-election of Mr Charles Sartain.

- (b) **Dr Sarah Ryan** BSc (Geology), BSc (Hons I) (Geophysics), PhD (Petroleum Geology and Geophysics), Fellow of The Academy of Technological Sciences and Engineering

Dr Ryan joined the Board on 17 May 2021 and in accordance with rule 8.1(c) of the Company's constitution holds office until the conclusion of the AGM, and being eligible, offers herself for election.

Dr Ryan was Chief Operating Officer for a private equity-backed company in the UK which successfully commercialised innovative oilfield technology, before she transitioned into investment management where she was responsible, as an equity analyst and later energy advisor, for natural resources investments worldwide, based in the USA. Her executive career includes 15 years with Schlumberger in various positions internationally across research, engineering, manufacturing, operations, marketing and senior management.

Dr Ryan is currently an independent non-executive company director for ASX-listed Woodside Petroleum, Aurizon and Viva Energy. Dr Ryan was previously a non-executive director of Aker Solutions ASA (Norway), Akastor ASA (Norway) and Central Petroleum.

Dr Ryan is a director of the Future Battery Industries CRC, Fellow of the Academy of Technology and Engineering, where she is Deputy Chair of the Energy Forum. She is a member of Chief Executive Women, and the ASIC Corporate Governance Consultative Panel.

Dr Ryan is a member of the Sustainability, Audit and Nomination Committees.

The Board considers Dr Ryan to be an independent Non-Executive Director.

Appropriate background checks were completed before Dr Ryan was appointed to the Board.

The Board believes Dr Ryan's significant experience in the industrial sector, innovation and transformation, as well as her international and domestic experience as a Non-Executive Director, further enhances the Board's ability to oversee OZ Minerals' performance and governance. Dr Ryan's insights, knowledge and experience are particularly valuable in her role as a member of the Sustainability, Audit and Nomination Committees.

Accordingly, the Board (in the absence of Dr Ryan), having reviewed Dr Ryan's performance, unanimously recommends that members vote in favour of the election of Dr Ryan.

The Chairman of the meeting intends to vote all available proxies in favour of the election of Dr Sarah Ryan.

ITEM 3 – REMUNERATION REPORT (Non-Binding Resolution)

The Company has included in the 2021 Annual and Sustainability Report a detailed Remuneration Report setting out prescribed information relating to remuneration.

A copy of the Remuneration Report is set out on pages 47 to 67 of the 2021 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 KMP of the Company.

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 People & Remuneration Committee when considering the future remuneration arrangements of the Company.

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

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

ITEM 4 – LONG TERM INCENTIVE 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 the proposed grant of performance rights to the Managing Director & CEO, Mr Andrew Cole, pursuant to the OZ Minerals 2022 Long Term Incentive plan ('LTI').

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) LTI terms and conditions

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 Omnibus 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 58,312. This number was determined by dividing the Managing Director & CEO's LTI opportunity (150% of fixed annual remuneration of \$1,050,000), by the volume weighted average share price (VWAP) of the Company over the twenty trading days commencing on 1 January 2022 (being \$27.01 per share), rounded up to the nearest whole

number. This is the same face value methodology that was used to calculate the number of performance rights awarded to other executives as part of the Company's LTI.

The performance period will run from 1 January 2022 to 31 December 2024 ('Performance Period') and after any performance rights vest, there will be a further two year holding lock period ('Holding Lock'). No performance rights will be granted pursuant to this approval more than 12 months after the date of the 2022 AGM. 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' Omnibus Incentive Plan Rules. Performance rights do not carry any dividend or voting rights prior to vesting and exercise.

If the Board determines that the vesting conditions are satisfied (see below), performance rights will vest and be automatically exercised and be subject to the Holding Lock. No exercise price is payable upon the exercise. Shortly after vesting and exercise of performance rights, the Board may settle the performance rights by issuing new shares, or acquiring existing shares on market, or providing a cash payment in lieu of an allocation of shares. The shares as determined by the Board, will then be allocated to Mr Cole as soon as practicable following vesting and exercise 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. The performance rights lapse if and to the extent that the vesting conditions are not met. There is no re-testing.

Relative Total Shareholder Return ('TSR')

60% of the rights are subject to a relative TSR performance hurdle that is the Company's TSR as measured against a comparator group. The Board considers that relative 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.

The number of rights that will vest, being a maximum of 60% of the rights granted to Mr Cole, will be calculated as follows.

OZ Minerals' relative

TSR performance	% of Maximum Award
Below the 50th percentile	0% vest
At the 50th percentile	50% vest
Between the 50th percentile and 75th percentile	Pro rata vesting on a straight line basis between 50% and 100%
At or above the 75th percentile	100% vest

All in Sustaining Costs ('AISC')

20% of the rights are subject to an AISC performance hurdle. This hurdle will be satisfied if the OZ Minerals AISC performance (adjusted for exploration) compared to actual Total Cash Cost plus Sustaining Capex ('TCPS') metric 3-year average at the end of the Performance Period is at or below the 50th percentile of the relative financial performance.

The number of rights that will vest, being a maximum of 20% of the rights granted to Mr Cole, will be calculated as follows.

OZ Minerals' relative AISC performance compared to actual TCPS 3-year average

performance compared to actual TCPS 3-year average	% of Maximum Award
Above the 50th percentile	0% vest
At the 50th percentile	50% vest
Between the 50th percentile and 25th percentile	Pro rata vesting on a straight line basis between 50% and 100%
At or below the 25th percentile	100% vest

Environment Social and Governance ('ESG')

20% of the rights are subject to an ESG performance hurdle. This hurdle will be satisfied if OZ Minerals' relative positioning in the MSCI ESG Ratings Metals & Mining - Non-Precious Metals Rating in respect of the Performance Period is no less than a Rating of AA and an Industry Adjusted Score of 7.143.

The number of rights that will vest, being a maximum of 20% of the rights granted to Mr Cole, will be calculated as follows.

OZ Minerals' relative positioning in the MSCI ESG Metals & Mining: Non-Precious Metals Rating		% of Maximum Award (20%)
MSCI ESG Ratings Industry-Adjusted Score (out of 10)	MSCI Band	Proportion of Performance Rights that vest
Below 7.143	A	0% vest
7.143	AA	50% vest
Between 7.143 and 8.23	AA	Pro rata vesting on a straight line basis between 50% and 100%
8.23 or above	AA	100% vest

(c) Other material terms**Treatment of rights on cessation of employment**

If Mr Cole's employment is terminated for cause, all unvested performance rights will lapse and any shares subject to a Holding Lock will be forfeited, 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 and be exercised 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' Omnibus Incentive Plan Rules and any other conditions of grant. Any shares subject to the Holding Lock will remain on foot and will be released from disposal restriction as though Mr Cole had not ceased employment.

Change of control

In the event of a takeover bid or other transaction, event or state of affairs that in the Board's opinion is likely to result in or should be treated as a change in control of OZ Minerals, the Board may determine that all or a specified number of performance rights vest. Where there is an actual change in control of OZ Minerals, unless the Board determines otherwise, all unvested performance rights will immediately vest on a pro-rata basis having regard to the portion of the vesting period that has elapsed. Any unvested performance rights that do not vest will lapse, unless the Board determines otherwise.

Clawback

Mr Cole's performance rights and any resulting shares may be lapsed, forfeited or clawed back in certain circumstances, including where Mr Cole has been dishonest or breached his material obligations to OZ Minerals.

ITEM 5 – SHORT TERM INCENTIVE 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 the proposed grant of performance rights to the Managing Director & CEO, Mr Andrew Cole, pursuant to the OZ Minerals 2021 Short Term Incentive ('STI') as the deferred equity component of his STI award for FY21.

As disclosed in the Company's Remuneration Report, Mr Cole has earned an STI award in respect of FY21 following assessment of performance against a combination of company and individual key performance indicators. The Board determined that Mr Cole earned a STI award at 59.85% of maximum opportunity which equates to a total value of \$897,750. 70% of the STI award has been paid in cash and the remaining 30% is to be deferred into equity in the form of performance rights.

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 the performance rights.

(a) STI terms and conditions

Information regarding the general operation of the STI is set out in the Company's Remuneration Report. The number of performance rights to be granted to Mr Cole (if approval is received) will be 9,971. This number was determined by dividing \$269,325 (being the amount of the 30% deferred equity portion of Mr Cole's STI outcome) by the VWAP of the Company over the twenty trading days commencing on 1 January 2022 (being \$27.01 per share).

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 OZ Minerals Omnibus 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.

No performance rights will be granted pursuant to this approval more than 12 months after the date of the 2022 AGM.

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 Omnibus Incentive Plan Rules. Performance rights do not carry any dividend or voting rights prior to vesting and exercise. However, the Board has determined that Mr Cole will receive a dividend equivalent payment. As soon as practicable after the exercise of the Performance Rights, Mr Cole will receive an additional cash payment equal to the value of dividends foregone during the period between the grant date and the date of exercise of the performance right. The Board may determine that a dividend equivalent payment may be provided by the Company in shares rather than cash.

(b) Vesting conditions

Performance rights will vest following the end of the deferral period on 31 December 2023 (the '**Deferral Period**'), subject to cessation of employment, forfeiture, change of control and dealing conditions.

Following vesting of the performance rights, the performance rights will automatically exercise. No exercise price is payable upon exercise. The Board may settle the performance rights by issuing new shares, or acquiring existing shares on market, or providing a cash payment in lieu of an allocation of shares. Any shares will be allocated to Mr Cole as soon as practicable following vesting of the performance rights.

(c) Other material terms

Treatment of rights on cessation of employment

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

In all other circumstances, unless the Board determines otherwise, Mr Cole's performance rights, will remain on foot, and will vest and be exercised in accordance with the conditions of the offer, as though Mr Cole had not ceased employment.

Change of control

In the event of a takeover bid or other transaction, event or state of affairs that in the Board's opinion is likely to result in or should be treated as a change in control of OZ Minerals, the Board may determine that all or a specified number of performance rights vest. Where there is an actual change in control of OZ Minerals, unless the Board determines otherwise, all unvested performance rights will immediately vest on a pro-rata basis having regard to the portion of the vesting period that has elapsed. Any unvested performance rights that do not vest will lapse, unless the Board determines otherwise.

Clawback

Mr Cole's performance rights and any resulting shares may be lapsed, forfeited or clawed back in certain circumstances, including where Mr Cole has been dishonest or breached his material obligations to OZ Minerals.

For personal use only

Other information required by the ASX Listing Rules in relation to Items 4 and 5

Why is approval being sought and what will happen if approval is not given?

Listing Rule 10.14 provides that a listed company must not issue securities to a Director, an associate of a Director, or other specified individuals, under an employee incentive scheme unless it obtains the approval of its shareholders.

As Mr Cole is a Director of OZ Minerals, OZ Minerals is seeking shareholder approval for the purposes of Listing Rule 10.14.1 and for transparency and governance reasons. OZ Minerals currently intends to settle the performance rights by issuing new shares or acquiring existing shares on market.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Cole.

Why are performance rights used for Mr Cole's long term incentive?

OZ Minerals uses performance rights because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance rights vest.

Mr Cole's total remuneration package for FY22

Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Cole's current total remuneration:

Total Fixed Remuneration (including superannuation) ('TFR')	A\$1,050,000
Short term incentive	150% of TFR
Long Term Incentive	150% of TFR

Other information✓

In relation to the STI and the LTI:

- ✓ Mr Cole is the only Director entitled to participate in the STI and the LTI plans.
- ✓ 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 and the Deferral Period applicable to those performance rights.
- ✓ Mr Cole must observe a minimum shareholding requirement equivalent to 100% of total fixed remuneration with no sales permitted other than for tax purposes until the minimum shareholding requirement is met.
- ✓ The ASX Listing Rules require this Notice of Meeting to state the number and average price of securities received by Mr Cole under OZ Minerals' LTI and STI. The total number of performance rights previously awarded to Mr Cole under the OZ Minerals Equity Incentive Plan (at no cost) is:
 - › 963,477 in respect of the prior years' LTI; and
 - › 43,356 in respect of prior years' STI.
- ✓ Details of any performance rights issued under the OZ Minerals Omnibus Incentive Plan will be published in the Company's Annual and Sustainability Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of shares under the OZ Minerals Omnibus Incentive Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

(d) 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 Items 4 and 5.

The Chairman of the meeting intends to vote all available proxies in favour of Items 4 and 5.

Annual General Meeting

10.00am Adelaide time (10.30am AEST)

Friday, 8 April 2022

OZ Minerals

2 Hamra Drive

Adelaide Airport, South Australia

OZ Minerals Limited Head Office

ABN 40 005 482 824

2 Hamra Drive

Adelaide Airport SA 5950

Telephone: (61 8) 8229 6600

Facsimile: (61 8) 8229 6601

Email: info@ozminerals.com

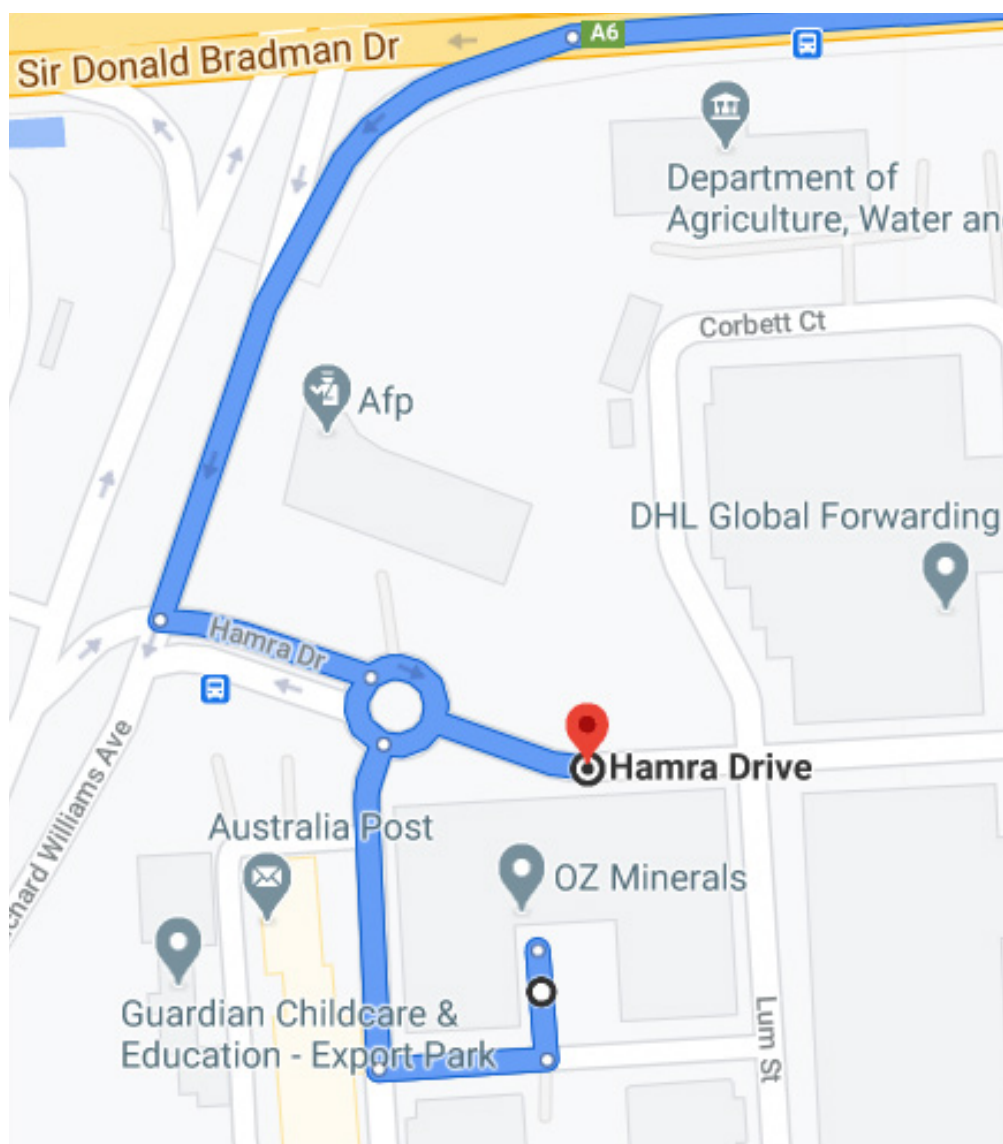
How to get there

By car

Our AGM guests are permitted to park in any OZ Minerals car parks located on Hamra Drive, at the rear the building accessed via Graham Street. Alternatively, the Adelaide Airport has a terminal car park which can be accessed via Sir Richard Williams Avenue and is only a few minutes' walk from the AGM venue.

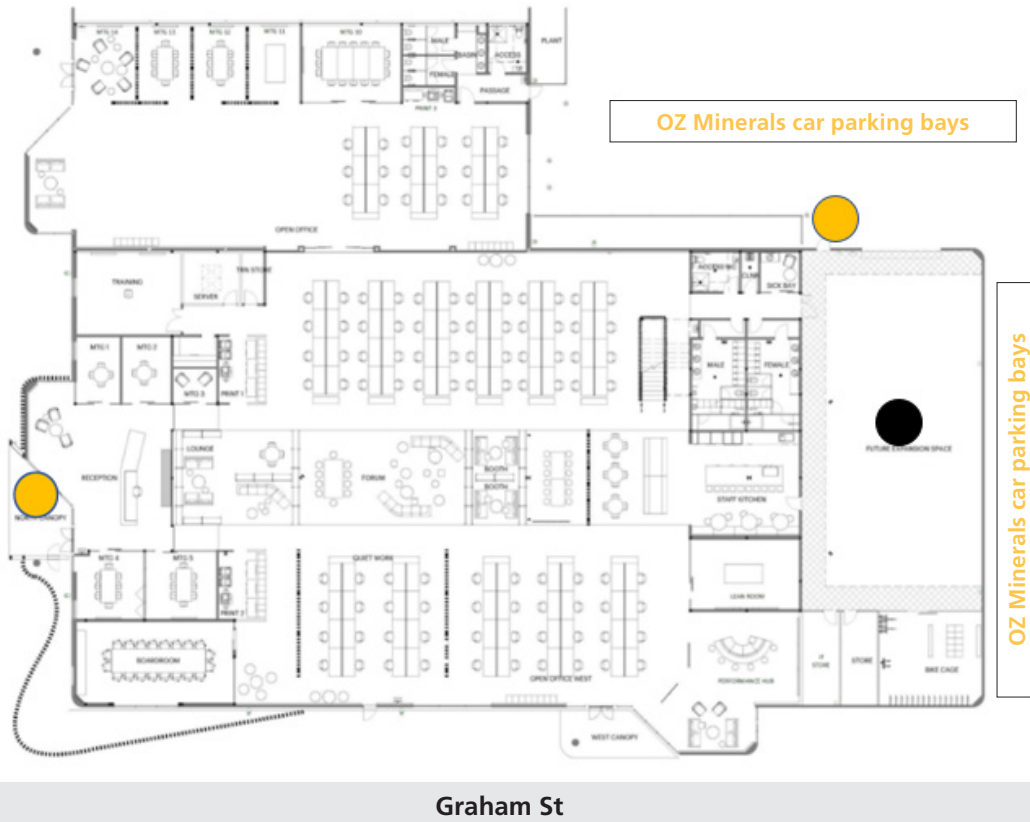
Directions to OZ Minerals:

1. Turn left on Sir Richard Williams Ave
2. Turn left onto Hamra Drive
3. Park in any of the bays on Hamra Drive
4. Or turn right at the roundabout onto Graham Street; you will find more parks at the rear of the building.



- Entry Points
- AGM Event Space

Please park in any OZ Minerals designated car parking bays at front or rear of the building.



By bus

If you wish to use public transport to/from Adelaide Airport, Adelaide Metro offers a convenient bus service (J1 or J2) from the city to the airport. Single trip and daytrip tickets can be purchased from bus drivers. For more information, please call Adelaide Metro Infoline (08) 8210 1000.

By taxi

Taxi's can drop off at the front of the building on Hamra Drive, or on Graham Street. There is an iPad at reception to arrange a taxi on departure at the conclusion of the meeting.

For personal use only



Virtual Meeting Online Guide

For personal use only

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/OZL22>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

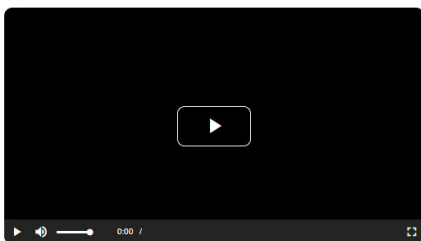
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

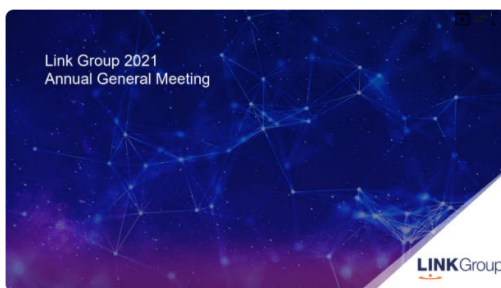
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

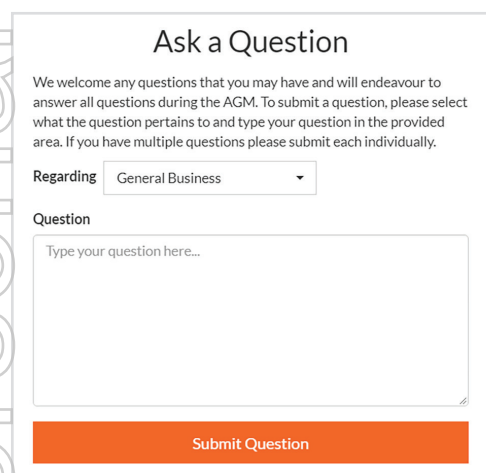
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a card for a question: 'When will the next AGM be held?'. Underneath the question is the text 'Asked regarding General Business' and 'Asked at: 7:18AM Updated: 7:18AM'. At the bottom of the card is a grey button labeled 'OPEN COMMENTS'. Below the card is an orange button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call the Conference Call Number on 1800 071 092 or the International Number on +61 2 8072 4165

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au



OZ Minerals Limited

ABN 40 005 482 824

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 306 089 Overseas: +61 1300 306 089



X99999999999

PROXY FORM

I/We being a member(s) of OZ Minerals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company **held at 10:00am Adelaide time (10:30am AEST) on Friday, 8 April 2022 at OZ Minerals Limited Head Office, 2 Hamra Drive, Adelaide Airport, South Australia or by Virtual participation at <https://meetings.linkgroup.com/OZL22> (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 3, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

2a Re-election of
Mr Charles Sartain as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Short Term Incentive Grant of
Performance Rights to
Mr Andrew Cole

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2b Election of
Dr Sarah Ryan as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Adopt Remuneration Report
(Non-Binding Resolution)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Long Term Incentive Grant of
Performance Rights to
Mr Andrew Cole

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Shareholder. If a joint holding, any of the joint shareholders may sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

OZL PRX2201C

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's Share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your Shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a Shareholder of the Company. If you leave this section blank, or if your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on an item of business, your proxy may vote as he or she chooses on that item of business. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's Share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of Shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, any of the joint holders may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am Adelaide time (10:30am AEST) on Wednesday, 6 April 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN), Holder Identification Number (HIN) or Employee ID as shown on the front of the Proxy Form.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square,
Level 22, Tower 6,
10 Darcy Street,
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**