

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in the document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them to the person who now holds the shares. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.



Notice of 2018 annual general meeting

Dear Shareholder,

I am writing to inform you that our 2018 annual general meeting (AGM) will be held at 1.00 p.m. on Thursday 31 May 2018 at The Events Centre, The Principal York, Station Road, York, YO24 1AA. The formal notice of AGM and resolutions to be proposed are set out on pages 2 to 5 of this document and an explanation of the business to be considered and voted on at the AGM is set out on pages 6 to 10.

We hope you will be able to join us for the meeting. However, if you are unable to do so, your vote remains important to us and we encourage you to fill in the proxy form and return it to our Registrars as detailed in note 3 on page 10 or, if you are a CREST member, appoint your proxy through the CREST proxy appointment service as detailed in notes 4 to 7 on page 10. Please note that the deadline for the receipt by our Registrars of all proxy appointments is 1.00 p.m. on Tuesday 29 May 2018.

The Board considers that all the resolutions to be put to the meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Your Directors unanimously recommend that you vote in favour of all the resolutions as they intend to do so in respect of their own beneficial shareholdings (save in respect of those matters in which they are interested).

Yours faithfully,

A handwritten signature in black ink, appearing to be "RS", written over a horizontal line.

Russell Scrimshaw
Chairman

16 April 2018

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 annual general meeting of Sirius Minerals Plc (the Company) will be held at The Events Centre, The Principal York, Station Road, York, YO24 1AA on Thursday 31 May 2018 at 1.00 p.m. for the following purposes:

To consider and, if thought fit, pass resolutions 1 to 15, which will be proposed as ordinary resolutions of the Company, and resolutions 16 to 19, which will be proposed as special resolutions of the Company.

ORDINARY RESOLUTIONS

Annual report and accounts

1. To receive the annual report and accounts for the year ended 31 December 2017.

Remuneration

2. To approve the Directors' Remuneration Policy in the form set out in the annual report and accounts for the year ended 31 December 2017.
3. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) in the form set out in the annual report and accounts for the year ended 31 December 2017.

Directors

4. To re-elect Russell Scrimshaw as a Director.
5. To re-elect Chris Fraser as a Director.
6. To re-elect Thomas Staley as a Director.
7. To re-elect Noel Harwerth as a Director.
8. To re-elect Keith Clarke as a Director.
9. To re-elect Louise Hardy as a Director.
10. To re-elect Lord Hutton as a Director.
11. To re-elect Jane Lodge as a Director.

Auditors

12. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.
13. To authorise the Audit Committee to determine the remuneration of the auditors.

Political donations and expenditure

14. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the Act), the Company and all companies that are subsidiaries of the Company at the date on which this resolution is passed or at any time during the period for which this resolution has effect are generally and unconditionally authorised to:
 - (a) make political donations to political parties or independent election candidates, not exceeding £100,000 in total;
 - (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - (c) incur political expenditure not exceeding £100,000 in total,(as such terms are defined in the Act) during the period beginning with the date of the passing of this resolution and ending at the close of business on 28 June 2019 or, if sooner, the conclusion of the next annual general meeting of the Company, provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of any such political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £100,000.

Authority to allot shares

15. That:

- (a) the Directors are generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to a maximum aggregate nominal amount of £3,726,185 (such amount to be reduced by the aggregate nominal amount of any equity securities (as defined in section 560 of the Companies Act 2006) allotted under paragraph (ii) below in excess of £3,726,185); and
 - (ii) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a maximum aggregate nominal amount of £7,452,370 (such amount to be reduced by the aggregate nominal amount of any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue:
 - (A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) to holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;
- and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 June 2019;
 - (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
 - (d) all authorities under section 551 of the Companies Act 2006 vested in the Directors on the date of this notice of meeting that remain unexercised at the commencement of this meeting shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

SPECIAL RESOLUTIONS

Dis-application of pre-emption rights

16. That:

- (a) the Directors are given power:
 - (i) subject to the passing of resolution 15 (*authority to allot shares*), to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,

in either case as if section 561 of that Act did not apply to the allotment but this power shall be limited:

- (A) to the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under resolution 15 (*authority to allot shares*) (a)(ii) by way of a rights issue only) to or in favour of:
 - I. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

- (B) to the allotment of equity securities pursuant to the authority granted under resolution 15 (*authority to allot shares*) (a)(i) and/or by virtue of section 560(3) of the Companies Act 2006 (in each case otherwise than under paragraph (A) above) up to a maximum aggregate nominal amount of £558,927;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 June 2019; and
- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Additional power to dis-apply pre-emption rights

17. That:

- (a) in addition to any power granted under resolution 16 (*dis-application of pre-emption rights*), the Directors are given power:
 - (i) subject to the passing of resolution 15 (*authority to allot shares*), to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be:
 - (A) limited to the allotment of equity securities up to a maximum aggregate nominal amount of £558,927; and
 - (B) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 June 2019; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Authority to purchase own shares

18. That, in accordance with the Companies Act 2006 (the Act), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company (Ordinary Shares) on such terms and in such manner as the Directors of the Company may determine provided that:
- (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is 447,142,213;
 - (b) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
 - (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
 - (c) the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
 - (d) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 28 June 2019 unless renewed, varied or revoked by the Company before that time; and
 - (e) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

Notice period for general meetings

19. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board,



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Nicholas King
Company Secretary

Registered office:

3rd Floor, Greener House, 68 Haymarket, London, SW1Y 4RF

Registered number:

04948435

16 April 2018

EXPLANATORY NOTES TO THE NOTICE OF AGM

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 15 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast by those entitled to vote must be in favour of the resolution. Resolutions 16 to 19 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast by those entitled to vote must be in favour of the resolution.

ORDINARY RESOLUTIONS

Resolution 1 – Annual report and accounts

The Companies Act 2006 requires the Directors to lay before the Company in general meeting copies of the Directors' reports, the independent auditors' report and the audited financial statements of the Company in respect of each financial year. In accordance with the UK Corporate Governance Code, shareholders are invited to receive the annual report and accounts for the year ended 31 December 2017.

Resolution 2- Directors' Remuneration Policy

In accordance with the Companies Act 2006, Resolution 2 seeks shareholder approval of the Directors' Remuneration Policy which can be found on pages 76 to 85 of the annual report and accounts for the year ended 31 December 2017. The Companies Act 2006 requires the Directors' Remuneration Policy to be put to shareholders for approval annually unless the policy as approved by shareholders remains unchanged, in which case the Company need only propose a similar resolution at least every three years. The Directors' Remuneration Policy sets out the Company's future policy on Directors' remuneration, including the setting of the Directors' pay and the granting of share awards and the Company's approach to recruitment remuneration and loss of office payments. The vote on this resolution is binding and, if passed, will mean that the Directors can only make remuneration payments in accordance with the approved policy unless such payments have otherwise been approved by a separate shareholder resolution. If approved by shareholders, the Remuneration Policy will become effective immediately following the AGM on 31 May 2018.

Resolution 3 – Directors' Remuneration Report

In accordance with the Companies Act 2006, Resolution 3 seeks shareholder approval of the Annual Report on Remuneration, which can be found on pages 86 to 98 of the annual report and accounts for the year ended 31 December 2017. The Annual Report on Remuneration gives details of the payments and share awards made to the Directors in connection with their performance and that of the Company during the year ended 31 December 2017. The vote on this resolution is advisory only and the Directors' entitlement to remuneration is not conditional on its being passed.

Resolutions 4 to 11 – Re-election of Directors

In accordance with the Company's articles of association and the best practice recommendation of the UK Corporate Governance Code, each Director will retire from office at the AGM and will submit him/herself for re-election by shareholders. Biographical details of the Directors are set out on pages 56 to 57 of the annual report and accounts for the year ended 31 December 2017. The biographical details set out the experience which each Director has and will enable shareholders to take an informed decision on their re-election. The Board considers, following a formal performance evaluation, that each Director continues to contribute effectively and to demonstrate commitment to his or her role, and accordingly supports each Board member's re-election.

Resolutions 12 and 13 – Re-appointment and remuneration of the auditors

The Board is proposing the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors, following the recommendation of the Audit Committee, and accordingly resolution 12 proposes such re-appointment. The Audit Committee has confirmed to the Board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor.

Resolution 13 authorises the Audit Committee to determine the auditors' remuneration.

Resolution 14 – Political donations/expenditure

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries from making EU political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the Companies Act 2006 defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, in line with the practice of other listed companies, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commit any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

As permitted under the Companies Act 2006, the resolution covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the next annual general meeting of the Company or, if earlier, at the close of business on 28 June 2019.

Resolution 15 – Authority to allot shares

At the annual general meeting held in 2017, shareholders authorised the Directors, under section 551 of the Companies Act 2006, to allot ordinary shares without further consent of shareholders for a period expiring at the conclusion of the next annual general meeting of the Company after the passing of the resolution. It is proposed to renew this authority, in line with market practice for listed companies, and to authorise the Directors to allot ordinary shares or grant rights to subscribe for or convert any security into shares in the Company for a period expiring no later than 28 June 2019.

Paragraph (a)(i) of the resolution will allow the Directors to allot ordinary shares up to a maximum aggregate nominal amount of £3,726,185 representing approximately one-third (33.33%) of the Company's existing issued share capital, calculated as at 16 April 2018 (being the latest practicable date prior to publication of this circular). In accordance with institutional guidelines issued by the Investment Association, paragraph (a)(ii) of the resolution will allow Directors to allot, including the ordinary shares referred to in paragraph (a)(i) of the resolution, further of the Company's ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum aggregate nominal amount of £7,452,370, representing approximately two-thirds (66.66%) of the Company's existing issued share capital and calculated as at 16 April 2018 (being the latest practicable date prior to publication of this circular).

The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the Investment Association.

As at 16 April 2018, the Company did not hold any shares in treasury.

Resolution 15 will be proposed as an ordinary resolution.

SPECIAL RESOLUTIONS

Resolution 16 – Dis-application of pre-emption rights

In line with market practice for listed companies and the latest institutional shareholder guidelines, it is proposed that the Directors be empowered, under sections 570 to 573 of the Companies Act 2006, to allot equity securities for cash without first being required to offer such shares to existing shareholders. If approved, the resolution will empower the Directors to issue shares in connection with a rights issue or other pre-emptive offer and, otherwise than in connection with such issue, to issue shares for cash up to a maximum aggregate nominal amount of £558,927 which includes the sale for cash on a non-pre-emptive basis of any shares the Company may hold in treasury. The £558,927 maximum aggregate nominal amount of equity securities to which this power relates

represents approximately 5% of the issued share capital of the Company as at 16 April 2018 (being the latest practicable date prior to publication of this circular).

The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non-pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-emption Group's Statement of Principles) without prior consultation with shareholders.

Resolution 16 will be proposed as a special resolution to grant this power until the conclusion of the next annual general meeting or, if earlier, the close of business on 28 June 2019.

Resolution 17 – Additional power to dis-apply pre-emption rights

Resolution 17 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution reflects the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the Statement of Principles) and will expire on 28 June 2019 or at the conclusion of next year's annual general meeting, whichever is the earlier.

The power granted by this resolution, if passed:

- (A) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £558,927, which represents approximately 5% of the issued share capital of the Company as at 16 April 2018 (being the latest practicable date prior to publication of this circular); and
- (B) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The power granted by this resolution would be in addition to the general power to dis-apply pre-emption rights under resolution 16. The maximum aggregate nominal value of equity securities which could be allotted if both powers were exercised would be £1,117,855, which represents approximately 10% of the issued share capital of the Company as at 16 April 2018 (being the latest practicable date prior to publication of this circular).

Resolution 18 – Market purchase of own shares

This resolution, which is in line with market practice for listed companies, would, if passed, authorise the Company to purchase its own shares in the market. The power given by the resolution will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The Companies Act 2006 permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employees' share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

If the Directors exercise the authority conferred by this resolution, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using the treasury shares to satisfy share options/awards under the Company's employees' share schemes.

The maximum aggregate number of shares which may be purchased under the proposed authority will be 447,142,213 shares representing approximately 10% of the issued ordinary share capital of the Company as at 16 April 2018. The price paid for shares will not be less than the nominal value (of 0.25p per share) nor more than the higher of: (a) 5% above the average of the middle-market

quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

The total number of options to subscribe for ordinary shares or future grants of share awards that were outstanding at 16 April 2018 (being the latest practicable date prior to publication of this circular) was 38,061,394. The proportion of issued share capital that they represented at that time was 0.85% and the proportion of issued share capital that they would represent if the full authority to purchase shares (existing and being sought) had been exercised as at that date was 0.95%.

Resolution 18 will be proposed as a special resolution. The authority will expire at the close of business on 28 June 2019 or, if earlier, at the conclusion of next year's annual general meeting.

Resolution 19 – Notice period for general meetings

The notice period required by the Companies Act 2006 for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual general meetings must always be held on at least 21 clear days' notice.) This resolution, if passed, authorises the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice, and will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances and noting the recommendations of the UK Corporate Governance Code, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole. Resolution 19 will be proposed as a special resolution.

Notes:

1. Only persons entered on the register of members of the Company at close of business on 29 May 2018 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting) are entitled to attend and vote at the meeting either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote instead of him at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
3. The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF not later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of the proxy, if you wish. You must inform the Company's registrars in writing of any termination of the authority of a proxy.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 1p.m on 29 May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
6. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. The statement of the rights of members in relation to the appointment of proxies in paragraph 2 above does not apply to a Nominated Person. The rights described in this paragraph can only be exercised by registered members of the Company.
10. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
11. As at 16 April 2018 (being the latest practicable date prior to publication of this notice) the Company's issued share capital consisted of 4,471,422,134 ordinary shares of 0.25 pence each, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 16 April 2018 were 4,471,422,134.
12. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' terms of appointment are available for inspection at the registered office of the Company during normal business hours from the date of this notice and at the place of the meeting for a period from 15 minutes immediately before the meeting until its conclusion.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
14. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006, and it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.
15. A member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by section 311A of the Companies Act 2006 can be found on the Company's website, www.siriusminerals.com.
17. You may not use any electronic address provided either in this notice of meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

