

MinRes survives a very difficult year

Company/ASX Code	MIN
AGM time and date	9.30am, 20 November 2025
Location	Mineral Resources Park, 42 Bishopsgate St, Lathlain, WA 6100
Registry	Computershare
Type of meeting	Hybrid (https://meetnow.global/MMR4JGX)
Monitor	Alan Dickson & John Campbell
Pre-AGM Meeting	Yes, with chair on 29 October 2025

Monitor Shareholding: The individuals (or their associates) involved in the preparation of this voting intention have a shareholding in this company.

1. How we intend to vote

No.	Resolution description	
1	Adoption of remuneration report	For
2	Election of Mr Ross Carroll	For
3	Election of Mr Lawrie Tremaine	For
4	Election of Mr Colin Moorhead	For
5	Election of Ms Susan Ferrier	For
6	Election of Mr Malcolm Bunday	For
7	Approval of grant of options to Mr Bunday	For
8	Approval of grant of incentive rights to Mr Chris Ellison, MD	For
9	Conditional board spill meeting	Against

2. Summary of Issues and Voting Intentions for AGM

- The company has the results of an ASIC investigation hanging over its head with the potential to result in criminal and/or civil charges against senior management and others. During the year, the previous chairman resigned as did a number of directors, including the almost simultaneous resignation of the three members of its Ethics and Governance Committee with the reason for their departure undisclosed. With a new chair and a substantially new board, the company reported a significant loss for FY25 but has overcome fears of an imminent liquidity crisis and appears to

be charging ahead to meet its target of achieving nameplate production for its major Onslow Iron project.

- Very low lithium prices have resulted in a significant reduction in that segment's contribution to group results before substantial impairment expenses relating to the shut-down of the Bald Hill operation. Results were further impacted by the need for impairment of garnet mining operations carried out in a subsidiary placed in administration post year-end.
- The proposed issue of options to the non-executive chair is contentious from our viewpoint, not least because they are "in the money" to the tune of \$14.9m at the time of writing (5/11/25). Generally, the ASA Voting Guidelines do not support the issue of incentive awards to non-executives because it diminishes their independence, so this grant is an exception. Shareholders rely on the non-executive directors to see the big picture, uninfluenced by the rewards of success for management's efforts. NEDs need to be able to balance up the potentially conflicting objectives of the various stakeholders and guide management down the path of success whilst maintaining social licence.
- Mr Bunday has strongly expressed his view to us that his independence has been maintained and that his incentive with the options is entirely consistent with improved shareholders' returns and his duty to them. The award of options was a part of the negotiations leading to his appointment after he was approached to take the position by company directors and some institutional shareholders who were aware of his reputation as a company doctor.
- Given the share price at the time of these negotiations which dropped to a low of \$14.40 in April after having been in the low \$20's in March, the ASIC investigation and the financial position disclosed in the December financials, it was most certainly a challenging role to take on. On balance, in the circumstances at the time of appointment, we think that the chairman's remuneration, and in particular the terms of the options set out in our paragraph on resolution 7 below, is appropriate and will support the resolution to approve the issue of options. We will press the board for additional disclosure and ongoing safeguards if approved.

See [ASA Voting guidelines](#) and [Investment Glossary](#) for definitions.

3. Matters Considered

Accounts and reports

Financial performance

(As at FYE)	2025	2024	2023	2022	2021
NPAT (\$m)	-896	114	244	351	1,268
UPAT (\$m)	-112	158	769	400	1,103
Share price (\$)	21.56	53.92	71.43	48.27	53.73
Dividend (cents)	0	90	220	175	177
Simple TSR (%)	-60	-23	52	-7	162
EPS (cents)	-459	64	126	182	673
CEO total remuneration, actual (\$m)	6.66	13.32	3.39	5.91	7.39

The results of MIN are complicated because the mining services division provides most of the operational services required by the iron ore and lithium segments. The segment results before inter-segment eliminations are as follows:

Segment results:	\$m	FY25	FY24
Mining Services		737	549
Iron Ore		252	394
Lithium		23	384
Energy and Other		4	8
Overheads and unallocated		-88	-170
Intersegment		-27	-108
Underlying EBITDA		901	1057
Less depreciation & amortisation		-758	-628
Less net finance costs		-313	-204
Less individually significant items			
Impairments - lithium		-521	0
Impairments - Yilgarn iron ore		-24	-90
Impairments – RDG garnets		-222	0
Other impairments		-49	-52
Other (refer AR p 140 for details)		-131	22
		-947	-120
Net profit before tax		-1117	105
Income tax benefit		221	9
NPAT		-896	114

Looking through inter-segment charges, the results of the two main segments were as follows:

MIN voting intentions - continued

	Iron ore units	Lithium units	FY25			FY24		
			Onslow iron ore	Pilbara iron ore	Lithium*	Onslow	Pilbara	Lithium*
(Minres share)		SC6 equiv						
Tonnes shipped	kwmt	kdmt	7,994	9,693	520	159	10,371	428
Revenue	US\$/dmt	US\$/dmt	86	82	780	89	100	1,336
Cost CFR	\$/wmt	\$/dmt	86	102	767	105	109	792
EBITDA	\$/wmt	\$/dmt	35	8	179	17	26	750
Underlying EBITDA	\$m	\$m	287	84	93	15	267	321

* Lithium is Mt Marion and Wodgina combined

The sum of underlying EBITDA from this analysis is FY25 \$464m (FY24 \$603m), compared to total underlying EBITDA of \$901m (FY24 \$1057m), with the major portion of the difference being Mining Services' net income from third-party customers. MIN has guided that it will lift annual production from Onslow to between 30 and 33m tonnes in FY26 which will yield 17.1 to 18.8m tonnes for its 57% share of production, at a cost of \$54 to \$59 per tonne, FOB, compared to the FY25 FOB cost of \$63/t. The iron ore price is the main risk to company profit.

Cash flow from operations was an outflow of \$475m in FY25 during which MIN continued to fund 100% of the capital costs of the Onslow project, adding its partners' share of it to a carry-loan which totalled \$766m at 30 June 2025. Total capex in FY25 including amounts charged to the carry-loan totalled \$1.9Bn. The loan is being repaid via the proceeds of sale of their partner's share of iron ore from Onslow collected by MIN. Net debt at June totalled \$5.3Bn at a gearing of 69% which is recognised as being too high. It would have been quite astronomic had not MIN sold a 49% share of its haul road to Morgan Stanley Investment Partners for \$1.1Bn (with a further \$200m proceeds received in November 2025), and the major part of its oil and gas investment to Hancock for \$0.8Bn (and up to a further \$94m in FY26). The MSIP interest in the haul road is treated much as if it was a preference share and is shown as a non-controlling interest in the balance sheet.

Governance and culture

At the time of writing, the company has a majority of independent non-executive directors and appropriate governance arrangements. The ongoing ASIC investigation into past improprieties casts a shadow over the managing director, Mr Chris Ellison, but its outcome may be unknown for many months or indeed years. The company's culture of looking after its employees and its good safety record are underlined by the opening of the luxurious Mungala Resort workers' camp at its Ken's Bore iron ore mine, its use of its three Airbus airliners for fly-in-fly-out flights from Perth & Brisbane, and its impressive Osborne Park headquarters which could easily be converted to a luxury hotel. The company blurs the normal expectations of governance and culture by fostering inter-generational employment of family relatives whereby a retiring grandfather may well see a granddaughter employed by MIN whilst his son or daughter are in the management team. This approach to employee welfare has extended to Mr Ellison's family and to that of other senior executives but has rules preventing one relative directly reporting to another. It has to be said that the MIN policy seems to be working well in the WA mining sector where recruitment and retention are very competitive.

Key events

The annual report contains a record of the year's key events superimposed on a picture of a transhipper loading iron ore into a bulk carrier on AR pp30-31. The sale of the haul road

interest in Sept 24 and the sale of the oil & gas interests in Dec 24 can be considered lifesaving, whilst the Nov 24 disclosures of governance failings and improprieties followed by the resignation of the Ethics and Governance Committee directors in April 25 can be viewed as low points from a shareholder perspective. Mr Bunday was appointed in May 25.

Key board and senior management changes

At the time of writing, 4 directors remain in office since the last AGM – Mr Ellison MD, Mrs Colleen Hayward AM, Mr Zimi Meka who has announced his retirement with effect from this year's AGM, and Ms Xi Xi. Five other current directors have been appointed in the interim, Mr Bunday in May, Messrs Ross Carroll and Lawrie Tremaine in July, and Mr Colin Moorhead and Ms Susan Ferrier in October. Meanwhile, 5 directors have resigned since last year's AGM – Ms Jacqui McGill, Ms Susie Corlett & Ms Denise McComish in April (all without any reason given), Mr James McClements former chair (similarly without reason given), in June and Mr Justin Langer (pressure of other work) in August. There were no senior management changes but Messrs Chris Soccio and Joshua Thurlow, chief executives iron ore and lithium respectively, were demoted as key management team members as at 1 July 2024 since they no longer met the definition of 'key'.

Sustainability/ESG

MIN has published a separate sustainability report and actually achieved a reduction in scope 1 & 2 emissions intensity from its 2024 baseline in FY25 (see p135 of the report). From an ongoing perspective, the concern is the reliance on diesel at present in its Onslow iron operations involving ore movements by truck and transhipper all being diesel-powered when production is expected to more than double in FY26, and with plans to increase it further in future.

4. Rationale for Voting Intentions

Resolution 1: Adoption of the remuneration report (For)

We voted against the remuneration report in 2025 on four main grounds of which three have been substantially rectified in 2025. We would prefer to see two hurdles applied to appraisal of performance for the long-term incentive with the second being an absolute measure such as increase in profit or achieving pre-determined levels of TSR. We also note that the existing hurdle being return on invested capital vests at the high level of 67% if MIN achieves median performance of the comparator group (about which we have some reservations) – we prefer to see 50% vesting at median. We would also like to see a straight 50/50 split between cash and deferred share rights for the short-term incentive. These criticisms are relatively minor in terms of a plan which is designed to provide a reasonable level of remuneration for key executives, although somewhat generous due to the level of share appreciation experienced in periods to the LTI testing date relevant to FY25, being 30 June 2024. Given that Mr Ellison (MD) and to a lesser extent Mr Wilson (CFO) have foregone substantial remuneration by going without all short-term incentive in FY25 (and other past entitlements in Mr Ellison's case), it would be churlish to oppose the remuneration report in 2025.

Resolution 2: Election of Director – Mr Ross Carroll (For)

Since the appointment of the new Chairman Malcolm Bunday (see resolution 6) a number of new directors have been appointed to replace the directors who have resigned over the last year, namely Susie Corlett, Jacqui McGill and Denise McComish who resigned in April 2025 and the previous Chairman James McClements who retired on 30th June 2025. Ross Carroll was such an appointment on 7th July and as such seeks election at this year's AGM. Ross Carroll has extensive management experience having been the CEO of several

companies such as McMahon Holdings and more recently of Commerce Resources. He has a commerce degree is a Fellow CPA and has held CFO positions with MMG Limited and Woodside Petroleum. He is also a graduate of the Australian Institute of Company Directors (AICD). We believe his experience will assist his board role at MinRes and support his election.

Resolution 3: Election of Director – Mr Lawrie Tremaine (For)

Lawrie is the second director appointed after the new chairman was appointed at chairman. His appointment was also on 7th July. Lawrie has extensive experience in the mining industry having spent 17 years with Alcoa, 6 years as CFO at Woodside Petroleum and 7 years as CFO at Origin Energy. He is currently the Chairman of a private fintech company servicing mortgage brokers. He has a Business Degree from Monash University and is a Fellow CPA. We support his election to the board.

Resolution 4: Election of Director – Mr Colin Moorhead (For)

Colin appointment was on 10th October 2025 and follows the resignation of Director Justin Langer and the stepping down of Zimi Meka at this year's AGM. Colin is a geologist by training and is a former President of the Australasian Institute of Mining and Metallurgy (AusIMM) and a former director of the Australian Mineral Industry Research Association (AMIRA). His career included exploration, project development and operational leadership position and more recently board positions both as a non-executive director (NED) as well as Executive Chairman and Managing Director of Xanadu Mines and saw the successful sale of the company earlier this year. Previously he was CEO of PT Merdeka Copper Gold and later served as an executive director. He is currently a NED at Ramelius Resources, Aeris Resources and VHM Ltd. We support Colin's election to the board.

Resolution 5: Election of Director – Ms Susan Ferrier (For)

Susan was also appointed to the board on 10 October and seeks election at this year's AGM.

Susan has amassed +30 years involved with international human resource, cultural transformation and governance. This included years as Group Executive, people and culture at the National Australia Bank (NAB) and a global role as head of People, Inclusion and Diversity at KPMG and HR roles with HSBC, Deutsche Bank and ING. She is a board member of AirServices Australia and the Sydney Symphony orchestra. This experience will be useful on the board of MinRes and we support her election.

Resolution 6: Election of Director – Mr Malcolm Bunday (For)

Mr Bunday was appointed to the board on 19 May 2025 after consultation between independent directors and institutional shareholders looking for a person to take over the chairmanship of the company which he did with effect from 1 July 2025. At the time of the first approach to Mr Bunday, MIN shares had recently hit a bottom of \$14.40, it was struggling to maintain a flow of iron ore from mine to port after significant damage to its haul road, there were concerns about its solvency, it was subject to an ASIC investigation (ongoing) and there was a history of improper dealings and related party transactions.

So he took on a challenging position but one which he believes he is capable of discharging successfully. He has already been a major figure in re-structuring the board with the appointment of 4 other directors to fill the gaps created with a large number of retirements and resignations from the board. In conjunction with the MD Chris Ellison, he also recently procured the replacement of corporate bonds totalling US\$700m with fresh bonds at a cheaper interest rate and a maturity in 2031. Mr Bunday graduated from Monash University and was a partner at Deloitte, an Insolvency Practitioners of Australia member and a Chartered Accountant. He held the MD and CEO role at Pact Group. Most

recently he was Deputy Chair of Brickworks and with the merger with Soul Pattinson's has become a non-executive director of that company. He has substantial experience with global businesses having been CFO, COO, or President and CEO of multi-billion-dollar global companies within Graeme Harts' private Rank Group of companies for 13 years. Whilst we have concerns about his independence from management in view of the substantial amount of his option rights, we note there are a majority of other independent non-executive directors and so we support his election.

Resolution 7: Approval of grant of option securities to non-executive chair (For)

As noted above, the remuneration package for Mr Bunday as chairman-elect included 780,000 options with the following terms:

- 200,000 options vesting on 1 July 2026, exercisable if MIN's share price is at or above \$30, being the VWAP for 5 trading days to 30 June 2026, on payment of \$25.40 per share.
- 200,000 options vesting on 1 July 2027, similarly exercisable if the MIN's price is at or above \$35 being the VWAP for 5 trading days to 30 June 27, also on payment of \$25.40 per share; and
- 380,000 options vesting on 1 July 2028, similarly exercisable if the MIN's price is at or above \$40 being the VWAP for 5 trading days to 30 June 28, also on payment of \$25.40 per share.

As noted above, the options are "in the money" for a substantial amount at time of writing this report, but it is also noted that there is a substantial time period to elapse before the vesting dates, and that MIN operates in the mining sector which is subject to changes in commodity prices which can be of significant effect on market prices for companies in the sector.

We also recognise that Mr Bunday will need to outlay \$19.8m to exercise the options and as chairman there will be considerable constraints on his ability to sell the shares acquired. We have considered the effect of the options on the independence of Mr Bunday in his role as chair and have concluded that whatever concern may exist in this respect is outweighed by the qualifications and experience he brings to the role and his confidence that he will be able to exercise independence over management in discharging his duties.

Resolution 8: Approval of grant of securities to the managing director (For)

The explanatory notes to the notice of meeting contain a detailed explanation of Mr Ellison's achievements in FY26 and the board's reasons for believing that whilst Mr Ellison remains managing director he is entitled to be fairly remunerated in accordance with the company's remuneration policy and the board's structure of his incentives to align with the need for his cooperation in finding a successor.

The board anticipates that following a smooth transition to his successor, Mr Ellison will be treated as a 'good leaver', with a pro-rata share of incentive earnings tested in accordance with the plan. We think this is fair and acknowledge the considerable achievements Mr Ellison has made in FY25 and the current financial year, at a time when he has much distraction through the internal and ASIC investigation of his past conduct. Perhaps controversially, we will support the grant of share rights as set out in the explanatory memorandum (see the appendix for information as to structure).

Resolution 9: Conditional board spill meeting (Against)

A spill resolution must be put to the meeting if the voting on the remuneration report (resolution 1) incurs a second 'strike' of 25% against. The main reason for voting for a spill resolution should be when shareholders do not see the board as being responsive to criticism of the remuneration plan in place and this is clearly not the situation at MIN.

We anticipate that a negative vote on the FY25 remuneration report will reflect dissatisfaction with past conduct rather than a true appraisal of the reasonableness of the remuneration plan and outcomes. After the AGM, only two directors of the board which presided over the conduct which occurred prior to the revelations in November 2024 will remain in office, with the other directors having been subject to election as set out in resolutions 2 to 6. Accordingly, we will vote against the spill resolution.

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Appendix 1 Remuneration framework detail

Planned MD rem. Framework for FY25 - in the event no STI or LTI was offered	Target \$m	% of Total	Max. Opportunity \$m	% of Total
Fixed Remuneration	1.6	31.87%	1.6	24.69%
STI - Cash	0.75	14.94%	1.0	15.43%
STI - Equity	0.75	14.94%	1.0	15.43%
LTI	1.92	38.25%	2.88	44.44%
Total	5.02	100.00%	6.48	100.00%

In his introduction to the FY25 remuneration report, Mr Bunday notes the significant governance shortcomings and notable internal and external challenges impacting balance sheet strength and the company’s value and that the managing director had proposed that no short-term incentive be awarded to him or the chief financial officer for FY25.

This was accepted by the board. Otherwise, the remuneration plan for MIN follows normal practice of having an STI comprising cash and deferred equity on a 50/50 basis with the maximum set at a level of 125% of the MD’s fixed remuneration, and a long-term incentive of up to 180% of his fixed remuneration. These percentages are reduced for other KMP. The STI share rights vest in two equal instalments one and two years after grant date.

The fixed remuneration is set by reference to peers and the need to retain key staff, and the hurdles for the STI and LTI are broadly conventional – target for the STI is set at 75% of maximum and the hurdles are set in 4 areas of performance with weightings as follows:

- Safety, governance, and sustainability – 20%
- Strategic growth – 30%
- Financial and operational performance – 30%
- People and engagement – 20%

There is a personal performance assessment on top of the above hurdles with the remuneration committee having the discretion to adjust the outcome from zero to 1.75 times the assessed company position. There is a single LTI hurdle of return on invested capital with the award based on achievement over a four-year period from the start of FY25 based on the company's balance sheet at that time. Full vesting of the LTI occurs if ROIC is greater than 18%, it is pro-rated between 12% and 18% starting with 67% at 12%, with no LTI awarded if ROIC is less than 12% on average over the 4-year period.

The number of share rights is determined based on VWAP over the period leading up to balance date – in the case of the FY25 LTI this was 30 June 2024 but in the case of the STI it is year-end VWAP.

The ASA would prefer to see the financial measures hurdle equal to at least 50% of the total STI and for there to be a financial hurdle gate before any non-financial hurdles are assessed. We would prefer to see the cash component of the STI set at 50% of total award, rather than up to 50% of maximum award, and we believe that there would be better transparency if the elements of the financial hurdle were individually linked to outcomes rather than being merged.

The ASA also prefers to see two LTI hurdles one of which is a relative measure of total shareholder reward against a relevant industry index or grouping, and the other an absolute measure such as that adopted by MIN. Despite this being a rather long list of non-compliance with ASA policy, the fact that the MD and CFO forwent their awards for FY25 is a significant offset and we accept the remuneration report on that basis.

The award of share rights proposed in resolution 8 is the same as the foregoing with respect to Mr Ellison's STI for FY26 with the number of rights to be determined by dividing the amount of 50% of his maximum STI being \$1m, by the VWAP of shares in the period to 30 June 2026. It is also the same as for FY25 with respect to the ROIC hurdle for the LTI, which results in the award of 136,849 rights based on the VWAP of shares to 30 June 2025 of \$21.05 with the board having discretion and putting Mr Ellison on notice that it depends not only on ROIC but also on his cooperation in the identification, appointment and successful transition to his successor, and compliance with the company's code of conduct etc.

Note on governance & incentive matters: The proposed chair options (780,000 options; exercise price \$25.40; vesting hurdles \$30/\$35/\$40; subject to shareholder approval) are disclosed in the 2025 Notice of Meeting; their ultimate value is contingent on future performance and vesting conditions. ASA Voting Guidelines generally oppose options for NEDs and so this grant is an exception supported by ASA only because of the extraordinary recruitment and board-renewal circumstances; we will press the board for additional disclosure and ongoing safeguards if approved.