

FIRST QUANTUM MINERALS LTD.  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
HELD ON MAY 4, 2017

PREPARED BY



COMPUTERSHARE INVESTOR SERVICES INC.  
TORONTO

**FIRST QUANTUM MINERALS LTD.  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
HELD ON MAY 4, 2017**

**FINAL SCRUTINEER'S REPORT**

<u>5</u> SHAREHOLDERS IN PERSON, REPRESENTING	<u>56,644</u> SHARES
<u>162</u> SHAREHOLDERS BY PROXY, REPRESENTING	<u>471,741,706</u> SHARES
<u>167</u> TOTAL SHAREHOLDERS, HOLDING	<u>471,798,350</u> SHARES

TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE:	<u>689,373,818</u>
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PERCENTAGE OF OUTSTANDING SHARES REPRESENTED AT THE MEETING:	<u>68.44</u> %
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**PAUL ALLEN**  
SCRUTINEER

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered shareholders (and voting instruction forms returned directly to us by non-objecting beneficial holders, if applicable) combined with unaudited reports of beneficial holder voting supplied by one or more third parties. As such we are only responsible for and warrant the accuracy of our own tabulation. Computershare is not responsible for and does not warrant the accuracy of the unaudited reports of beneficial holders supplied by third parties.

If Computershare has mailed voting instruction forms directly to non-objecting beneficial holders on behalf of Issuers, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. As Computershare has no direct access to intermediary records, Computershare is unable to reconcile the details of non-objecting beneficial ownership as provided to us with the details of intermediary positions within the records of the Canadian Depository for Securities. In some cases, insufficient shares may be held within intermediary positions at the Depository as at record date to support the shares represented by voting instruction forms received directly from non-objecting beneficial holders or returned to us by third parties. In these cases, overvoting rules are applied as directed by the Chair.

In addition, acting on the instructions of the Chair of the meeting, we may have included in our report on attendance, the details of beneficial holders attending in person, whose ownership we cannot directly confirm or verify but which may be supported by documentation such as a voting instruction form supplied by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the instructions from the Chair, delivery of which to Computershare is hereby acknowledged by the recipient of this report, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

**FIRST QUANTUM MINERALS LTD.**  
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**REPORT ON BALLOT**

**MOTION #2**  
**ELECTION OF DIRECTORS**

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

<b>NAME</b>	<b>VOTES IN FAVOR</b>	<b>%</b>	<b>VOTES WITHHELD</b>	<b>%</b>
PHILIP K.R. PASCALL	453,556,240	96.77%	15,132,951	3.23%
G. CLIVE NEWALL	454,858,484	97.05%	13,830,707	2.95%
MARTIN ROWLEY	418,534,759	89.30%	50,154,432	10.70%
PETER ST. GEORGE	448,041,604	95.59%	20,647,587	4.41%
ANDREW ADAMS	462,762,698	98.74%	5,926,493	1.26%
PAUL BRUNNER	456,324,296	97.36%	12,364,895	2.64%
ROBERT HARDING	456,341,694	97.37%	12,347,497	2.63%
MARTIN SCHADY	457,476,969	97.61%	11,212,222	2.39%

  
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 Paul Allen  
 Scrutineer

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**REPORT ON PROXIES**

MOTIONS	NUMBER OF SHARES						PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	FOR	AGAINST	WITHHELD/ ABSTAIN	
NUMBER OF DIRECTORS	470,359,030	1,382,674	0	0	2	99.71%	0.29%	0.00%	
PHILIP K.R. PASCALL	453,499,831	0	15,132,951	0	3,108,924	96.77%	0.00%	3.23%	
G. CLIVE NEWALL	454,802,075	0	13,830,707	0	3,108,924	97.05%	0.00%	2.95%	
MARTIN ROWLEY	418,478,350	0	50,154,432	0	3,108,924	89.30%	0.00%	10.70%	
PETER ST. GEORGE	447,985,195	0	20,647,587	0	3,108,924	95.59%	0.00%	4.41%	
ANDREW ADAMS	462,706,289	0	5,926,493	0	3,108,924	98.74%	0.00%	1.26%	
PAUL BRUNNER	456,267,887	0	12,364,895	0	3,108,924	97.36%	0.00%	2.64%	
ROBERT HARDING	456,285,285	0	12,347,497	0	3,108,924	97.37%	0.00%	2.63%	
MARTIN SCHADY	457,421,060	0	11,211,722	0	3,108,924	97.61%	0.00%	2.39%	
APPOINTMENT OF AUDITORS	470,710,127	0	1,031,579	0	0	99.78%	0.00%	0.22%	
APPROVAL OF EXECUTIVE COMPENSATION	456,942,852	11,689,930	0	0	3,108,924	97.51%	2.49%	0.00%	

**TOTAL SHAREHOLDERS VOTED BY PROXY:** 162  
**TOTAL SHARES ISSUED & OUTSTANDING:** 689,373,818  
**TOTAL SHARES VOTED:** 471,741,706  
**TOTAL % OF SHARES VOTED:** 68.43%

  
 PAUL ALLEN  
 SCRUTINEER

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**LIST OF SHAREHOLDERS ATTENDING IN PERSON**

<b>NAME</b>	<b>SHARES VOTED IN PERSON</b>	<b>SHARES VOTED BY PROXY</b>
JOHN G GREGORY	235	0
ANGUS KENNEDY-PERKINS	5	0
CLIVE NEWALL	5	0
	500	0 (APPOINTMENT)
PHILIP K R PASCALL	54,545	0
	528	0 (APPOINTMENT)
JOHN TUZYK	826	0 (APPOINTMENT)
<b>TOTAL</b>	<b>56,644</b>	<b>0</b>
<b>TOTAL APPOINTEES AT MEETING:</b>		<b>3</b>
<b>TOTAL SHAREHOLDERS VOTED IN PERSON:</b>		<b>5</b>
<b>TOTAL SHAREHOLDERS IN ATTENDANCE:</b>		<b>5</b>

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**GUEST ATTENDANCE REGISTER**

<b>NAME</b>	<b>REPRESENTING/FIRM</b>
ANDREW ADAMS	DIRECTOR
HEINO ADER	
HASSAN ALAST	
TRACY ANDERSON	ESPP HOLDER
RUDI BADEHORST	
NISHA BAIG	
LAURA BAKER	
MICHAEL BARMAN	
JOE BOARO	
NIALL BROWN	
PAUL BRUNNER	DIRECTOR
WYATT BUCK	ESPP HOLDER
JASON BURKITT	
RICHARD CHAMBERS	
JASON COVIENSKY	
SUSAN DOHERTY	
KEN DRAKE	
PAUL EARLY	
D ECKEL	
GEORGE EL-HAOUZI	
ENI GJERMENI	ESPP HOLDER
KRISTEN GRENKE	ESPP HOLDER
ROBERT HARDING	DIRECTOR
DAVID HATCH	
KATHLEEN HOGENSON	
BRUCE KEITH	
BRENT KEY	ESPP HOLDER
CHRISTOPHER LEMON	ESPP HOLDER
SHARON LOUNG	ESPP HOLDER
DANIEL MCCONVEY	
LINSAY MCKENDRY	
HANNES MEYER	ESPP HOLDER
ARTHUR PASCAL	
MATTHIAS PASCALL	ESPP HOLDER
LANCE RISHOR	
SARAH ROBERTSON	
MARTIN SCHADY	DIRECTOR
JP SOLMES	
ANDREW SPIVAL	

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**GUEST ATTENDANCE REGISTER**

<b>NAME</b>	<b>REPRESENTING/FIRM</b>
PETER ST. GEORGE	DIRECTOR
JOHN TURNER	
DAN VUJCIC	
JULIET WALL	ESPP HOLDER
ALFRED WIRTH	
STELLA WON	ESPP HOLDER
ZENON WOZNIAK	ESPP HOLDER
SHELTON YIP	ESPP HOLDER
TINA ZHAO	

**NUMBER OF GUESTS PRESENT:** 48