

Company number: 1627889

PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS
OF
ANTOFAGASTA PLC**

(the "**Company**")

At the ANNUAL GENERAL MEETING of the Company, duly convened and held at Church House Westminster, Dean's Yard, London SW1P 3NZ on the 24th day of May 2017 at 10.00 a.m. the following resolutions were duly passed, resolution 1 as an ordinary resolution and resolutions 2, 3, 4 and 5 as special resolutions:

ORDINARY RESOLUTION

1. **"THAT**, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares (as defined in section 540 of the Companies Act 2006) in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
 - (A) up to an aggregate nominal amount of £16,430,945; and
 - (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £16,430,945 in connection with an offer by way of a rights issue,

such authorities to apply until the end of the Company's next annual general meeting to be held in 2018 (or, if earlier, until the close of business on 30 June 2018) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires; and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 1 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 1, "rights issue" means an offer:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) to holders of other equity securities (as defined in section 560(1) of the Companies Act 2006) as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities due, including an offer to which the Directors have imposed any limits or restrictions or made any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

SPECIAL RESOLUTIONS

2. **THAT**, in substitution for all existing powers and subject to the passing of Resolution 1, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 1 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such power to be limited:

- (A) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (B) of Resolution 1, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560(1) of the Companies Act 2006), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) to the allotment of equity securities pursuant to the authority granted by paragraph (A) of Resolution 1 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (A) of this Resolution 2) up to a nominal amount of £2,464,641 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such power to apply until the end of the Company's next annual general meeting to be held in 2018 (or, if earlier, until the close of business on 30 June 2018) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted (or treasury shares to be sold) after

the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power hereby conferred had not expired.

For the purposes of this Resolution 2, "rights issue" has the same meaning as in Resolution 1 above.

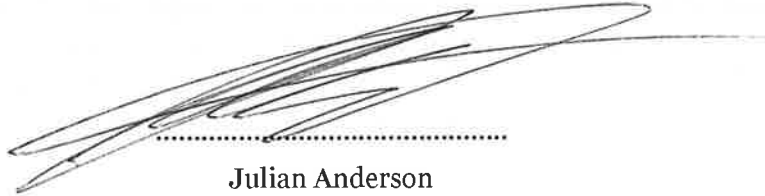
3. **THAT**, in addition to any power granted under Resolution 2, and subject to the passing of Resolution 1, the directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 1 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such power to be:
- (A) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £2,464,641 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights; and
 - (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of the Company's next annual general meeting to be held in 2018 (or, if earlier, until the close of business on 30 June 2018) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted or rights to subscribe for or to convert any security into shares to be granted (or treasury shares to be sold) after the power expires and the Directors may allot equity securities or grant such rights (or sell treasury shares) under any such offer or agreement as if the power hereby conferred had not expired.

4. **THAT** the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 5p in the capital of the Company ("Ordinary Shares") provided that:
- (A) the maximum aggregate number of Ordinary Shares authorised to be purchased is 98,585,669 (representing 10% of the issued ordinary share capital);
 - (B) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 5p;
 - (C) the maximum price (excluding expenses) which may be paid for an Ordinary Share shall be the higher of (1) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased and (2) the higher of the price of the

last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;

- (D) this authority expires at the conclusion of the next annual general meeting of the Company to be
 - (E) held in 2018 or at the close of business on 30 June 2018, whichever is earlier; and
 - (F) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.
5. **THAT** a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice."

A handwritten signature in black ink, appearing to read 'Julian Anderson', is written over a horizontal dotted line. The signature is fluid and cursive, with some overlapping strokes.

Julian Anderson

Company Secretary