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Sandfire

Acquisition of the MATSA mining complex in Spain

US$1,865M acquisition transforms Sandfire into a leading global copper mining company with an exceptional growth pipeline

23 September 2021

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(a) proposed acquisition of a 100% interest in Minas de Aguas Teñidas S.A. (**MATSA**) which is owned 50% by Mubadala Investment Company (**Mubadala**) and 50% by Trafigura Pte Ltd (**Trafigura**), (together the **Vendors**)(**Transaction**)**;** and

(b) proposed fully underwritten* A$1.248B offer of new fully paid ordinary shares **(New Shares)** in SFR, comprising:

(i) a placement of New Shares to institutional and sophisticated investors **(Placement)** under section 708A of the Corporations Act 2001 (Cth) **(Corporations Act)** and a standard ASX "supersize" waiver; and

(ii) a pro rata 1 for 1 accelerated non renounceable entitlement offer to certain eligible shareholders of SFR **(Entitlement Offer).**

The Entitlement Offer is being made to:

(a) eligible institutional shareholders of SFR **(Institutional Entitlement Offer);** and

(b) eligible retail shareholders of SFR **(Retail Entitlement Offer),**

under section 708AA of the Corporations Act as modified by the Australian Securities and Investments Commission Corporations (Non Traditional Rights Issues) Instrument 2016/84.

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Sandfire Australia

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The Underwriters (and/or their respective affiliates and related bodies corporate) may also receive and retain other fees, profits and financial benefits in each of the above capacities and in connection with the above activities, including in their capacity as Underwriters to the Offer.

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It is a requirement of the ASX Listing Rules that the reporting of ore reserves and mineral resources in Australia comply with the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves (JORC Code). Investors outside Australia should note that while ore reserve and mineral resource estimates of the Company in this document comply with the JORC Code (such JORC Code-compliant ore reserves and mineral resources being "Ore Reserves" and "Mineral Resources" respectively), they may not comply with the relevant guidelines in other countries and, in particular, do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators ; or (ii) Subpart 1300 of Regulation S-K, which governs disclosures of mineral reserves in the United States for registration statements filed with the SEC.

On October 31, 2018, the U.S. Securities and Exchange Commission (SEC) adopted amendments to its disclosure rules to modernise the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the U.S. Securities and Exchange Act of 1934 (US Exchange Act). Under the new SEC amendments, the disclosure requirements for mining registrants included in Industry Guide 7 under the US Securities Act have been rescinded and replaced with disclosure requirements in subpart 1300 of Regulation S-K. As a result, the SEC's standards for mining property disclosures are now more closely aligned to JORC requirements. For example, the SEC now recognises estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources." In addition, the SEC has amended its definitions of "proven mineral reserves" and "probable mineral reserves" to be "substantially similar" to the corresponding standards under the JORC Code. However, despite these similarities, SEC standards are still not identical to the JORC Code. Accordingly, investors are cautioned that there can be no assurance that the reserves and resources reported by the Issuer under the JORC Code would be the same had it prepared its reserve or resource estimates under the new SEC standards.

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SFR ore reserve and mineral resource estimates

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MATSA ore reserve and mineral resource estimates

The estimates in relation to the MATSA Mineral Resources and Ore Reserves estimates are reported in accordance with the JORC Code and estimated (or based on documentation prepared) by a Competent Person as defined by the JORC Code. SFR confirms that nothing has come to its attention that causes SFR to question the accuracy or reliability of the Mineral Resources and Ore Reserve estimates. The MATSA Ore Reserves are stated as at 31 July 2020 and Mineral Resources are stated as at 31 December 2019, therefore depletion should be considered to 30 August 2021. Refer to the accompanying announcement on 23 September 2021 for further warning statements.

Key assumptions

The following assumptions apply to information in this presentation unless otherwise stated.

- **Financial data:** unless otherwise stated, historical data is presented as at 30 June 2021 or for the 12-month period to 30 June 2021. Forecast is provided for the 12-month period to 30 June 2022.
- **Currency:** unless otherwise stated, all figures are in AUD.
- **Pro forma financial data:** FY21A pro forma figures are illustrative only given Sandfire acquisition of economic ownership is not expected to occur until the March 2022 quarter. FY22 pro forma figures for MATSA assume full ownership for FY22.
- **Copper equivalent data**: Copper equivalent values are calculated based by Sandfire on realised pricing for historical actual data and consensus for forecasts; Consensus pricing assumes long-term real prices of US$3.43/lb Cu, US$1.05/lb Zn, US$0.86/lb Pb, US$7.00/lb Ni, US$20.6/lb Co, US$9.0/lb Mo, US$1,402/oz Au, US$20.3/oz Ag.
- Throughout this presentation a number of assumptions have been made for forecasts or other financial data including:
  - **Foreign exchange:** AUDUSD of 0.725
  - **Pricing:** Sandfire last close price of A$6.22/sh

Figures, amounts, percentages, estimates, calculations of value and other factors used in this presentation are subject to the effect of rounding.

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Sandfire

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Sotiel mine


Aguas Teñidas processing plant

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Sandfire

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EXECUTIVE SUMMARY



"The MATSA acquisition transforms Sandfire into a first quartile copper producer of global scale and allows us to leverage our skill set to deliver on our growth ambitions to create one of the highest quality and most compelling copper exposures on the ASX"

– Sandfire CEO Karl Simich

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Sandfire Executive Summary – A Transformational Acquisition

- Sandfire to acquire the **Minas de Aguas Teñidas S.A. ("MATSA") mining complex** from Mubadala Investment Company and Trafigura for US$1,865M (A$2,572M)(1)
- A **rare cornerstone asset** which immediately transforms Sandfire into a **leading diversified global base metals producer**:
  - **World-class polymetallic mine with ~100-120ktpa CuEq production** (FY22 pro forma guidance(2)(3)) with first-quartile cost position, generating robust cash-flows – **located in the highly regarded Iberian Pyrite Belt, Spain**
  - Positions Sandfire as one of the **ASX's largest copper focused producers**, with FY22 pro forma production target of 170-194kt CuEq and an exceptional global development pipeline(2)(3)
- **MATSA is a long-life asset** with outstanding organic growth potential:
  - **Tier-1 asset** with three underground mines and a modern 4.7Mtpa processing plant (>US$1.7B capital invested since 2005), 6-year reserve and ~**12-year resource life** (large 122Mt Resource base)
  - **Operational improvements plan** targeting 5Mtpa processing capacity through debottlenecking
  - Historically high Resource to Reserve conversion and **significant exploration potential** to unlock in the ~2,450km^2 portfolio of mineral rights in exploration (in Spain and Portugal)
- Highly-skilled and experienced **in-country MATSA management team**:
  - On strategy "**plug-and-play acquisition**" with ability to leverage Sandfire's mining, processing and exploration expertise as well as its strong ESG credentials – **all permits in place for operating mines**
- **Acquisition fully-funded** through a combination of cash, debt and equity with balance sheet flexibility maintained for Sandfire's Motheo development in Botswana



Notes: (1) Based on an AUD/USD exchange rate of 0.725; (2) Based on DeGrussa guidance and MATSA guidance assuming full year of production for illustration purposes – Sandfire is expected to complete the acquisition in the March 2022 quarter; (3) Based on realised pricing for actuals and broker consensus forecast pricing detailed on page 6.

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Transaction Overview

Consideration	• Sandfire Resources Limited ("**SFR**") to acquire a 100% interest in Minas de Aguas Teñidas S.A. ("**MATSA"**) from joint venture owners Mubadala Investment Company (50%) and Trafigura (50%) (the "**Vendors**") ("**Transaction**") for US$1,865M (A$2,572M)(1) via an executed Sale and Purchase Agreement ("**SPA**")
Transaction funding	• A$1,248M (US$905M(1)) fully underwritten equity raising consisting of: – A$120M strategic placement to AustralianSuper ("**Strategic Placement**"), – A$165M institutional placement ("**Institutional Placement"**) (together with the Strategic Placement, the "**Placement**"); and, – A$963M fully underwritten 1 for 1 accelerated non-renounceable entitlement offer ("**Entitlement Offer**") (and together with the Placement, the "**Offer**" or the "**Equity Raising**") • Binding equity commitment from AustralianSuper for A$120M via the strategic placement, with a further commitment to sub-underwrite A$150M of the Retail Entitlement Offer ("**Retail Entitlement Offer**") – cornerstone commitment made following thorough due diligence on the asset • Binding credit-approved underwritten commitment letter and term sheet agreed for a US$650M (A$897M) debt facility with a syndicate of banks, including Citi, Macquarie, Natixis and Société Générale ("**Syndicated and Underwritten Debt Facility**") to partially fund the acquisition – security is limited to MATSA, with no recourse to Sandfire • Binding credit approved term sheet agreed for a A$200M (US$145M) facility with existing lender ANZ (currently undrawn) – secured by DeGrussa • Balance of US$215M (~A$297M) funded through cash on hand of A$681M(2) (A$384M cash on hand remaining post acquisition(2))
Timetable	• Completion expected to occur in the March 2022 quarter
Key conditions precedent to completion	• Key conditions precedent include: – Spanish Foreign Direct Investment Approval (expected to take 3-6 months); and – Anti-trust merger control approval • In the event the Transaction does not complete, the MATSA bank debt facilities will be terminated and not drawn, and Sandfire will consider alternative uses or mechanisms to return surplus capital from the Equity Raising
Deposit	• Sandfire has agreed to pay a US$300M deposit of which US$100M is paid on signing of the SPA and US$200M to be paid 10 business days thereafter
Advisors	• Macquarie Capital (Australia) Limited ("Macquarie") is acting as Financial Advisor • BurnVoir Corporate Finance is acting as Debt Advisor • Allen & Overy ("A&O") has been appointed as Legal Advisor

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Notes: (1) Based on an AUD/USD exchange rate of 0.725; (2) Unaudited cash balance of A$581M as at 31 August 2021, plus Sandfire's liquid stake in Adriatic Metals, valued at A$100M at the last close price of A$2.89/sh.

Sandfire On-Strategy Acquisition – A Rare Tier-1 Asset of Scale

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Minas de Aguas Teñidas

Scale & Life

Significant production scale (**100-120kt CuEq** FY22F(1)) with **visibility on ~12 years** of production(2) plus **significant life extension potential**

Commodity

Copper is a target commodity for SFR that is **critical to energy transition** and a decarbonised future with a **strong growth outlook**

Quality

High quality and robust asset with a **first quartile copper cost curve position**(3), strong margins and **significant cash flow generation potential**

Upside

Strong track record of **resource to reserve conversion** and **resource replacement** plus **~2,450km²** of regional exploration tenure

Jurisdiction

Located in the **prolific Iberian Pyrite Belt** mining province, with high quality **infrastructure**, existing proven **logistics** and a highly skilled **workforce**

Value

Portfolio enhancing acquisition – creates a **potential for re-rating over time** towards larger global peers

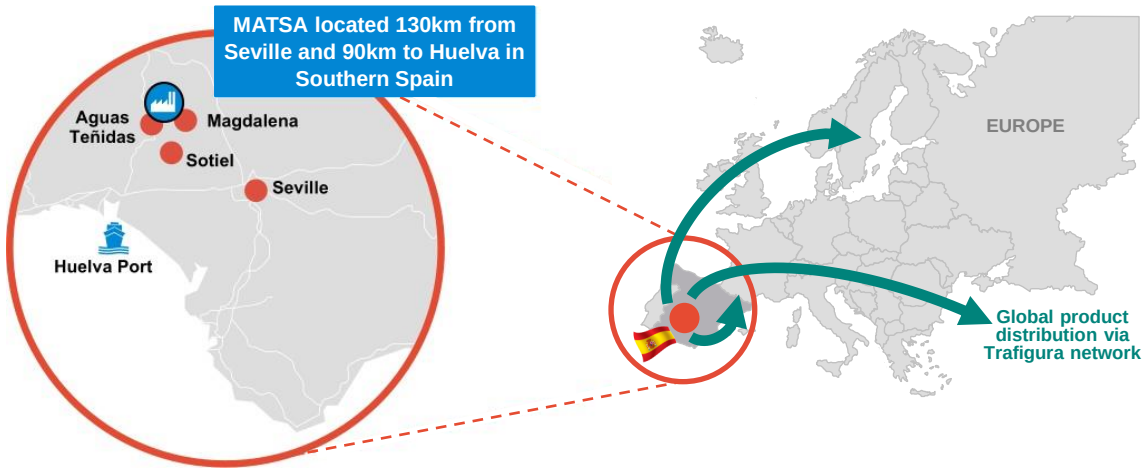
Notes: (1) FY22 pro forma metrics are for illustrative purposes only, based on guidance and assume a full year of production, whereas Sandfire is likely to complete the acquisition in March quarter 2022; (2) ~12 years of production based on a mining inventory derived from Mineral Resources (6 years based on Ore Reserves); (3) Per Wood Mackenzie estimates, based on 2021 cash costs per pound of payable metal (by-product basis).

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Sandfire Overview of the MATSA Mining Operation

MATSA comprises three significant underground mining operations and a world-class central processing facility with state-of-the-art infrastructure producing >100ktpa CuEq per annum

Asset	• Minas de Aguas Teñidas S.A. (**MATSA**)
Location	• Iberian Pyrite Belt, Spain – 130km from Seville
History	• Discovered in 1980s and restart of production in 2009(1) • >US$1.7bn of capital invested since 2005, including the expansion of the processing facility from 1.7Mtpa to 4.7Mtpa (capacity)
Mining	• Three underground mining operations using a combination of longitudinal and transverse long-hole open stoping
Processing	• World-class central processing facility with 4.7Mtpa capacity
Products	• Polymetallic ore: Cu, Zn, Pb concentrate (Ag by-product) • Cupriferous ore: Cu concentrate
Mine life	• ~12-year Resource life (*6 years mine life from Ore Reserves*)
Ore Reserves(2)(3)	• 36Mt @ 3.1% CuEq for 1.1Mt CuEq
Mineral Resources(2)(3)	• 122Mt @ 3.2% CuEq for 3.9Mt CuEq



	FY21A	FY22F(5)
Production	104kt CuEq(3)	100-120kt CuEq(3)
C1 costs (net)(4)	US$0.56/lb	US$0.40-0.50/lb
Throughput	4.2Mtpa	4.5Mtpa moving to 4.7Mtpa


Magdalena mine


Aguas Teñidas processing plant

Notes: (1) This is the first-time commercial production was achieved by MATSA. Historical mining activity has occurred at Aguas Teñidas and Sotiel; (2) Refer to Appendix C for details on Mineral Resources (as at 31 December 2019) and Ore Reserves (as at 31 July 2020); (3) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (4) FY21A and FY22F Gross C1 costs of US$3.08/lb and US$2.9-3.0/lb respectively; (4) FY22 pro forma metrics are for illustrative purposes only, based on guidance and assume a full year of production. Sandfire is likely to complete the acquisition in March quarter 2022.

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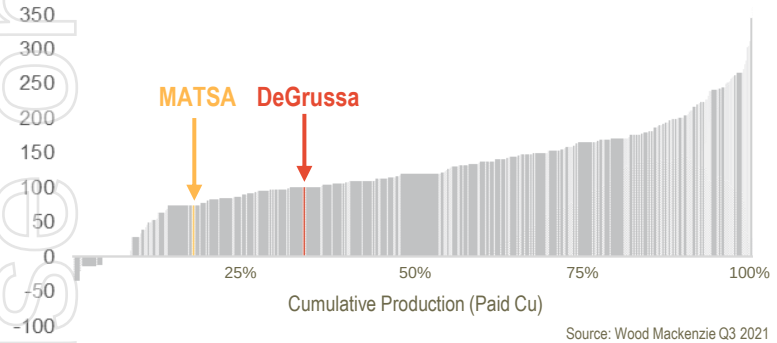
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Sandfire MATSA – A world-Class Foundation for Sandfire's Future

Significant regional upside potential across the Iberian Pyrite Belt (one of the world's largest concentrations of VMS(1) copper-zinc mineralisation) – a strong foundation for Sandfire's future

Tier 1 Global Copper Cost Curve Position

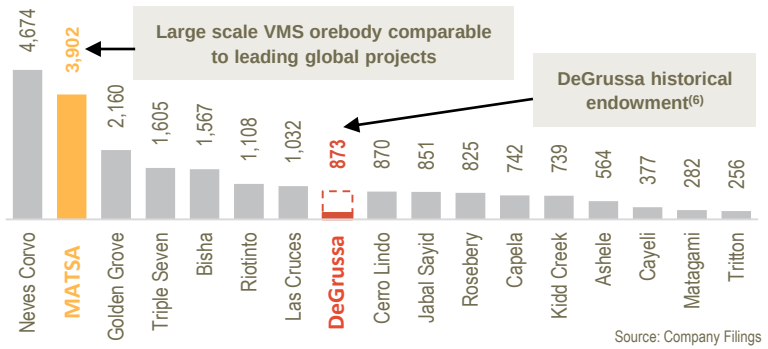
Global Copper 2021 C1 Cost per Wood Mackenzie (USc/lb Cu) (2)



Source: Wood Mackenzie Q3 2021

Large Scale Contained Resource Base

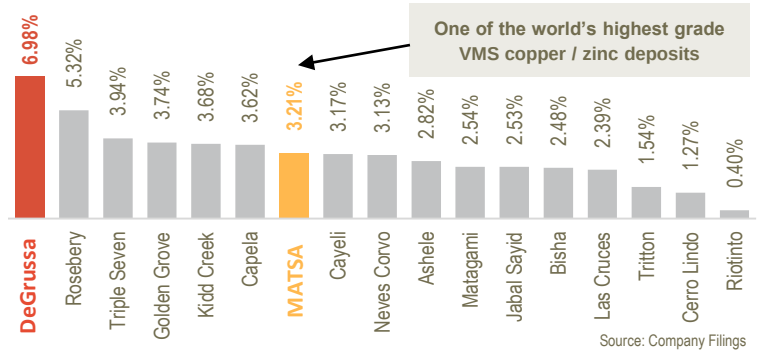
Global VMS Deposit Mineral Resources (kt CuEq) (3,4,5)



Source: Company Filings

High Grade

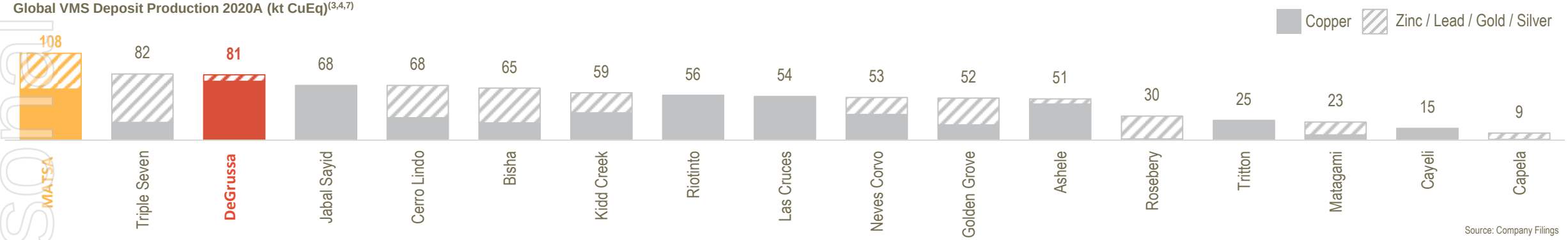
Global VMS Deposit Mineral Resource Grade (% CuEq) (3,4,5)



Source: Company Filings

Globally Significant Production

Global VMS Deposit Production 2020A (kt CuEq)(3,4,7)



Source: Company Filings

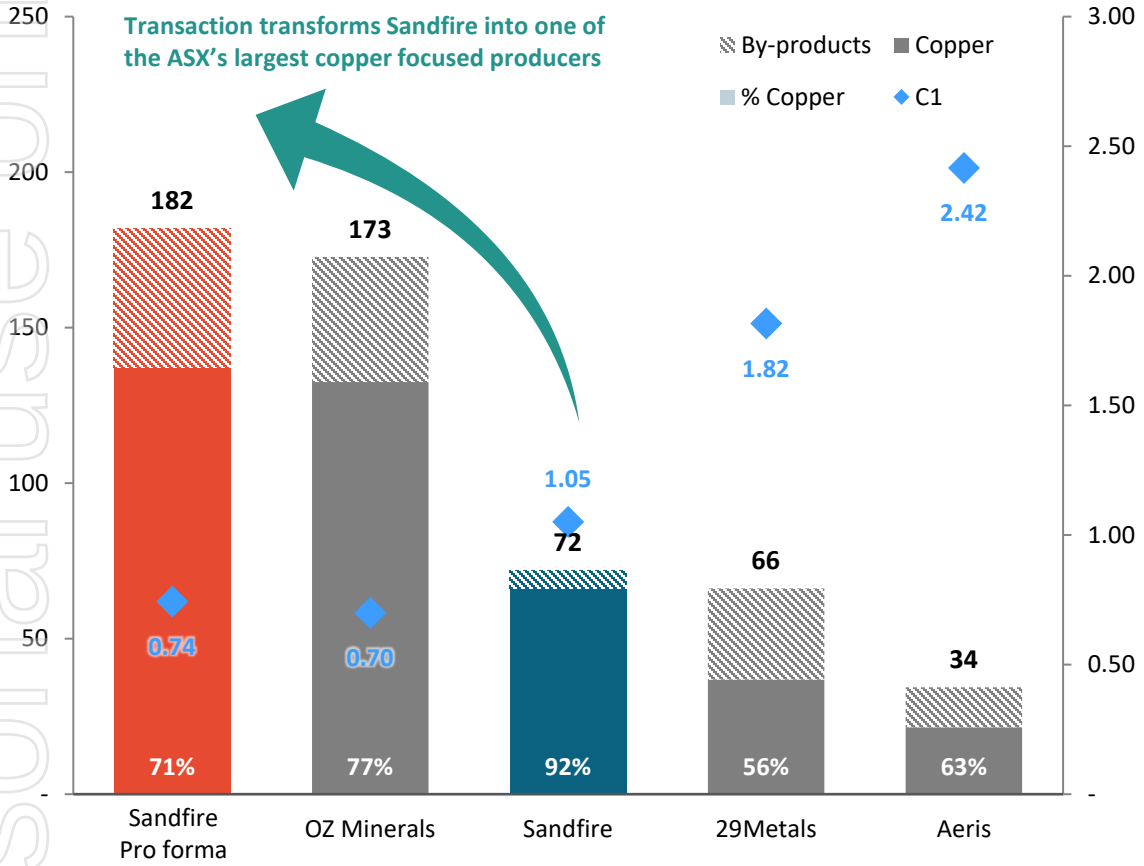
Notes: (1) Volcanogenic Massive Sulphide; (2) Wood Mackenzie Global Copper Cost Curve (Q3 2021, composite basis); (3) Selected VMS copper-zinc deposits based on geological classification per S&P Capital IQ, with mid to large scale operating mines held by companies subject to public reporting presented; (4) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (5) Mineral Resources based on latest available company disclosure and applicable reporting standards in individual jurisdictions (e.g. JORC (2012) or NI 43-101); (6) Dotted line reflects historical DeGrussa (and Monty) production; (7) Actual production for the 12 months ending 31 December 2020 presented based on respective company filings for each asset.

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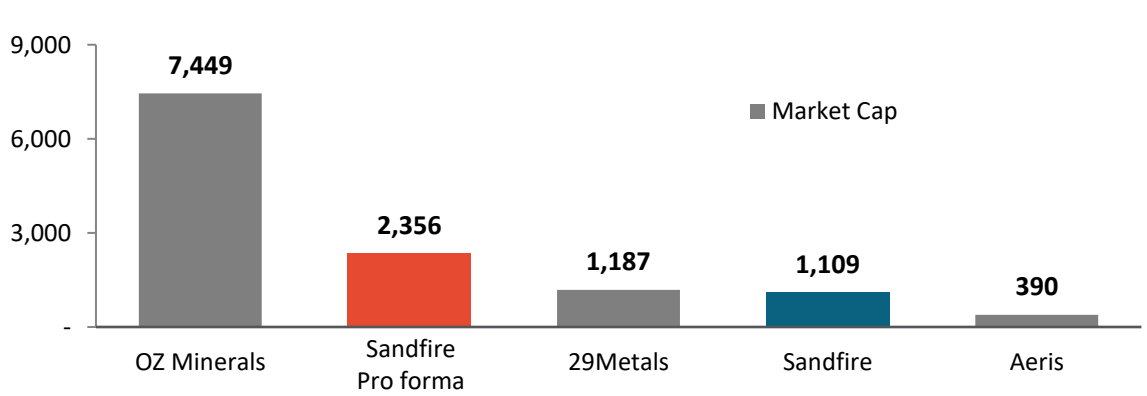
Sandfire Creates one of the Largest Copper Producers on the ASX

Positions Sandfire to achieve its long term sustainable production target of 150-200ktpa CuEq

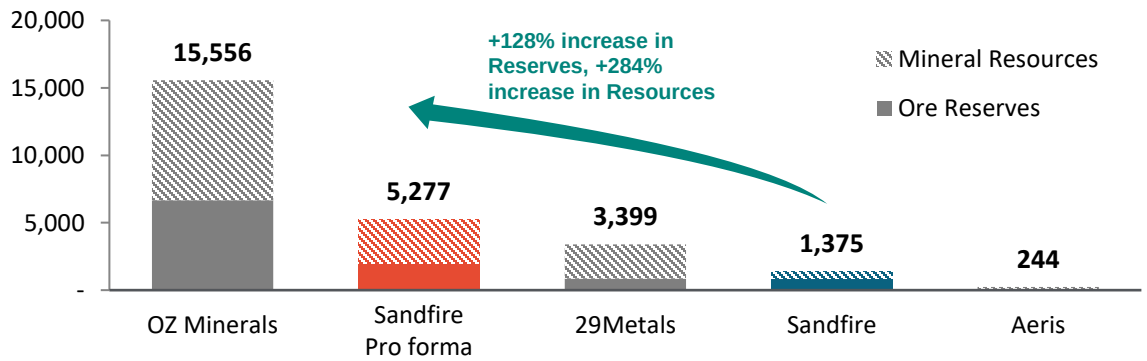
FY22F production (LHS, kt CuEq) and C1 (RHS, US$/lb)[1,2,3,4]



Market capitalisation (A$M)[5,6]



Mineral Resources and Ore Reserves (Mt CuEq)[1]



Notes: Sourced from Company Announcements (1) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (2) Mid-point of FY22 guidance for Sandfire (170-194kt CuEq production at a MATSA C1 cost of US$0.4-0.5/lb and DeGrussa C1 guidance US$1.0-1.1/lb – full year weighted average of US$0.72-0.77/lb) and Aeris, mid-point of CY21 guidance for OZ Minerals and 29Metals; (3) Copper C1 shown for Aeris, converted to US$ based on Investor Presentation's defined AUD/USD exchange rate of 0.725; (4) Based on DeGrussa guidance and MATSA guidance assuming full year of production for illustration purposes – Sandfire is expected to complete the acquisition in the March 2022 quarter; (5) Market capitalisation as at 22 September 2021; (6) Sandfire pro forma capitalisation detailed on page 31.

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Sandfire A Global and Diversified Copper Player

Sustainable production target of 150 – 200ktpa CuEq at C1 ~US$1.0/lb

MATSA, Spain (100%)

FY22F CuEq Production: **110kt**(1)(7)

- 12+ years
- Producing
- US$0.45/lb(1)
- 3,902kt(2)
- 4.7Mtpa
- 2,450km²

Cu Zn Pb Ag

- Concepión & Poderosa
- Exploration

Kalahari, Botswana (100%)

Peak Cu Production: **60ktpa**(3)

- 10.5+ years
- Construction
- US$1.31/lb(4)
- 666kt (2)
- 5.2Mtpa
- 26,650km²

Cu Ag

- A4 Dome Project
- Motheo Expansion
- Kalahari Copper Belt



Mine Life · Status · C1 Cost (US$/lb Cu, net of by-product credits) · Mineral Resources (Contained CuEq) · Plant Capacity (Ore Tonnes) · Regional Exploration Tenure · Upside Potential

DeGrussa, Australia (100%)

FY22 Guidance CuEq Production: **72kt**(1)(7)

- >1 year(6)
- Producing
- US$1.05/lb(1)
- 196kt(2)
- 1.6Mtpa
- 7,189km²

Cu Au

- Old Highway
- Doolgunna Exploration
- Australia Regional

Black Butte, USA (87%)

LOM Avg Cu Production: **23kt**(7)(8)

- 8+ years
- Feasibility
- US$1.51/lb(8)
- 502kt (2)
- 1.2Mtpa

Cu Ag Co

- Lowry
- Exploration

Notes: (1) Based on DeGrussa guidance and MATSA guidance assuming full year of production for illustration purposes – Sandfire is expected to complete the acquisition in the March 2022 quarter; (2) Refer to Appendix C for further information on Reserve and Resources, all shown on an attributable basis; (3) LOM average of 55ktpa. Production includes T3 and A4; (4) C1 cash costs in the first 10 years of operations; (5) 5.2Mtpa supported by A4 Ore Reserve Estimate (Refer to ASX Release 22 September 2021); (6) Excludes potential mine life extensions from Golden Highway development or exploration success; (7) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (8) USA and Botswana Development Projects Update (ASX Release 28 October 2020).

Sandfire Resources

Sandfire Key Transaction Milestones

Event	Date[(1)]
Signing of the SPA and announcement of the acquisition of 100% of MATSA	Thursday, 23 September 2021
Launch of equity raising	Thursday, 23 September 2021
Engagement with regulatory authorities with regards to Foreign Direct Investment Approval	Expected to be as soon as possible after signing
Completion of the placement and institutional entitlement offer component of the equity raising	Monday, 4 October 2021
Completion of the retail entitlement offer component of the equity raising	Tuesday, 19 October 2021
Targeted transaction completion	March 2022 quarter

Notes: (1) These timings are indicative only and subject to variation. SFR reserves the right to alter the timetable at its absolute discretion and without notice, subject to the Listing Rules, Corporations Act and other applicable laws.

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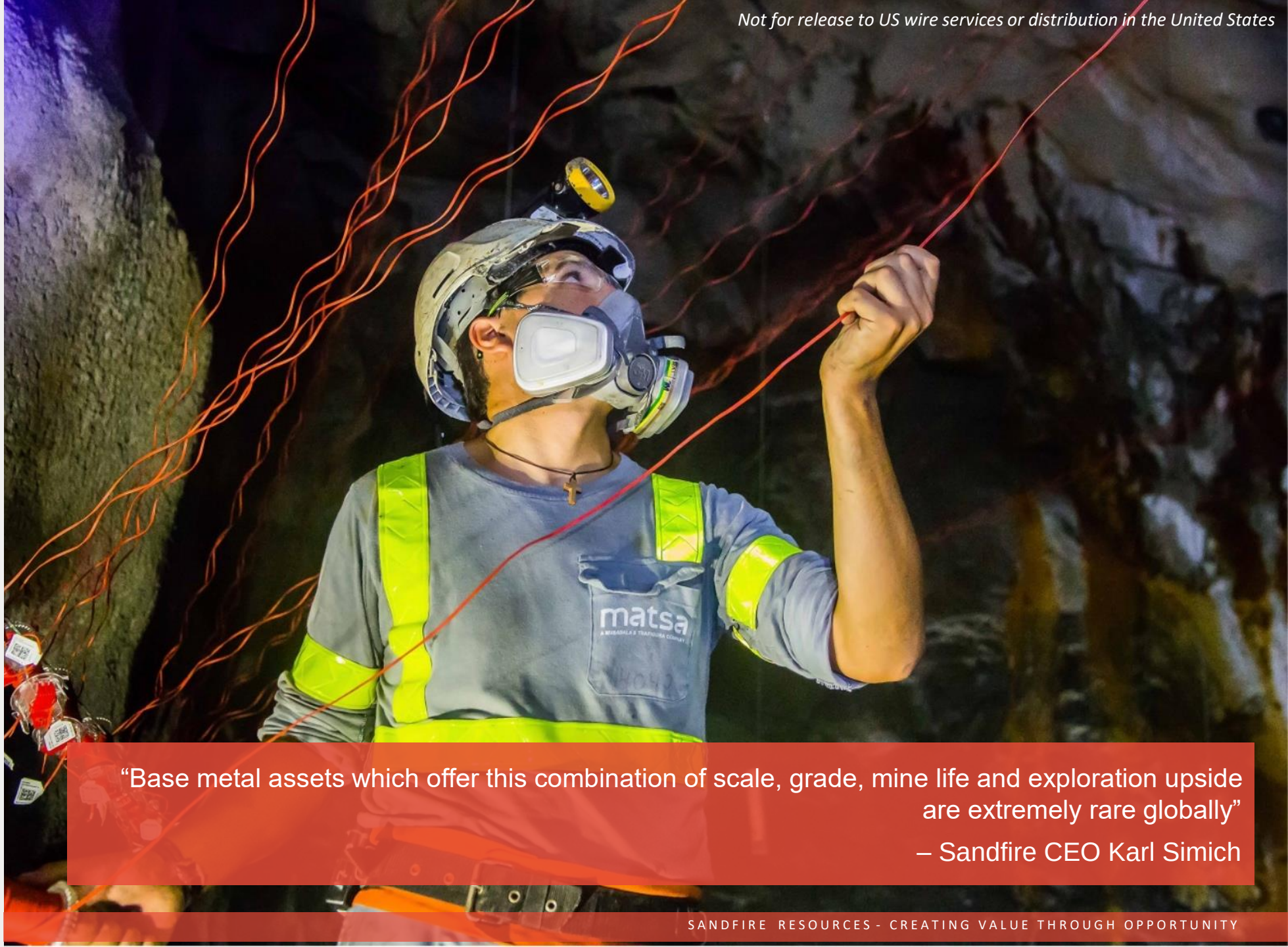
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Sandfire

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2

STRATEGIC RATIONALE



"Base metal assets which offer this combination of scale, grade, mine life and exploration upside are extremely rare globally"

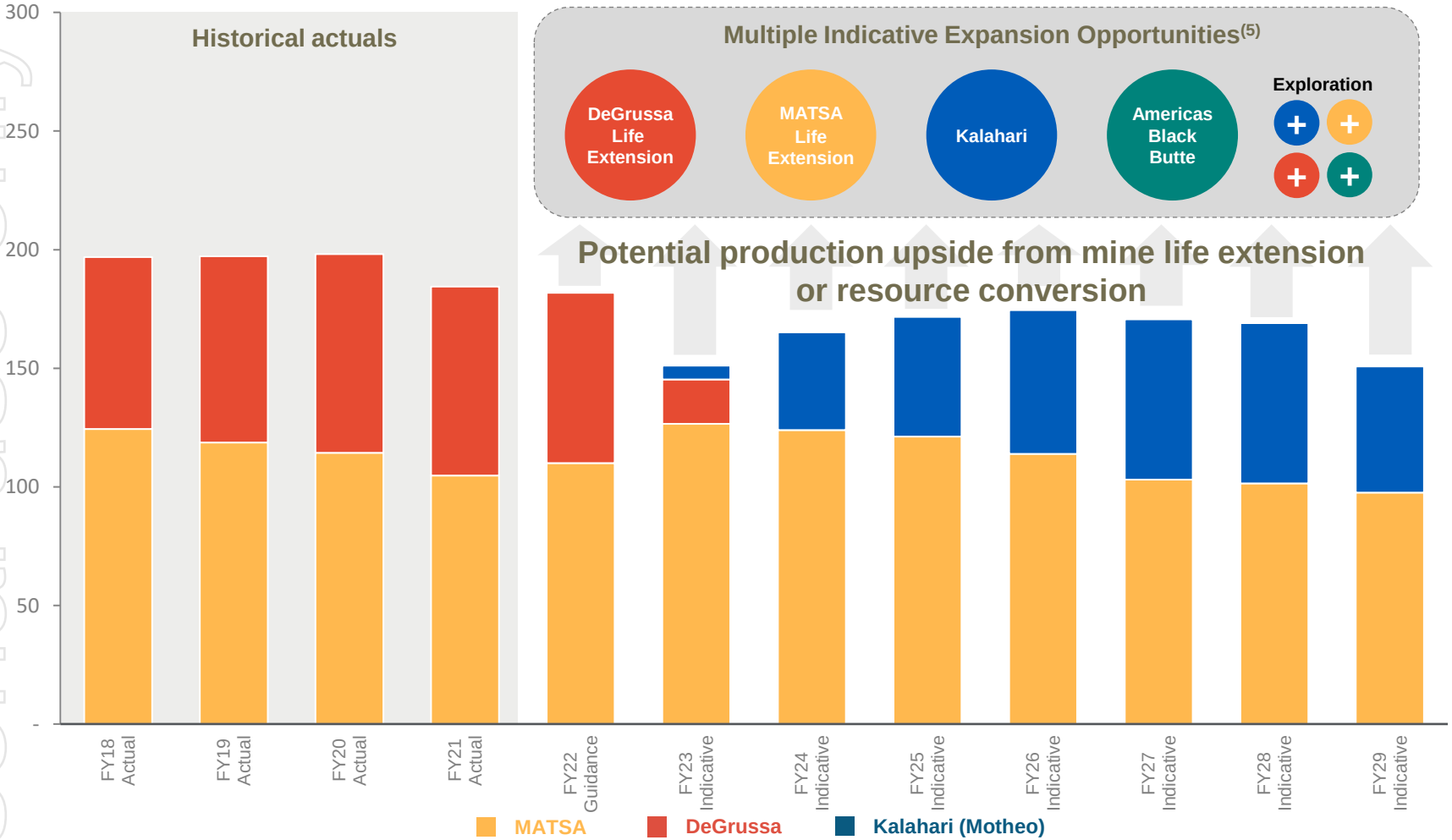
– Sandfire CEO Karl Simich

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Sandfire Significant Producing Asset Adds >10Yrs Life

Scale & Life

Pro Forma Indicative Copper Equivalent Production (ktpa)(1,2,3,4,6)



- **Cornerstone asset** with minimum mine life of ~12 years supported by Mineral Resources
- **MATSA acquisition achieves Sandfire's Sustained medium-term portfolio production target of >150kt contained CuEq pa**
- Underpins the business to continue to **pursue other compelling developments** e.g. Motheo and Black Butte
- **Diversifies the production base** with copper, gold, zinc, silver and lead production, and diversified by jurisdiction across APAC, EMEA and the Americas

Notes: (1) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6. The MATSA production targets is underpinned by approximately 20% Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the production target itself will be realised; (2) FY22 based on DeGrussa guidance and MATSA guidance assuming full year of production – The Transaction is expected to complete in the March 2022 quarter; (3) Production on a contained metal basis; (4) Sandfire production profile is indicative only and there is no assurance that production will be sustained over time; (5) Arrows represent production aspirations only, and are not based on current resources or mine plans; (6) Kalahari includes a component of production from A4; the Sandfire board has not approved a formal decision to mine, nor has a mining license yet been awarded.

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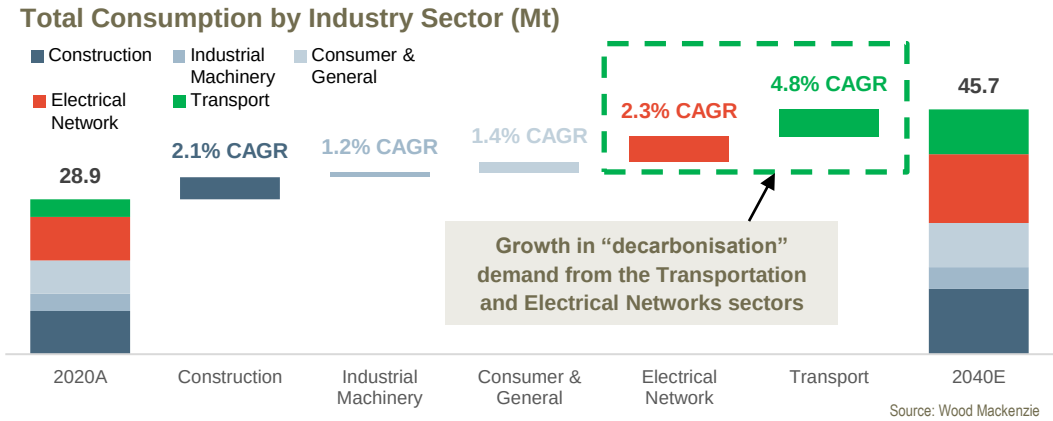
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Sandfire Copper is Key to a Decarbonised Future

Commodity

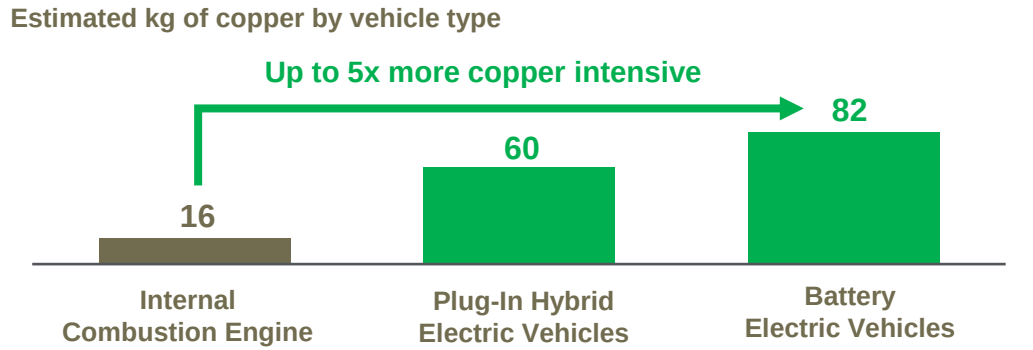
- MATSA provides increased leverage to **long term production of copper, at scale** – a cornerstone commodity of the global economy and a **"metal of the future"**
- **Strong underlying demand** from construction and industrial sectors plus **significant growth from the adoption of new green technologies** over the next decade
- **Global decarbonisation** initiatives (renewable power, EVs and grid infrastructure) are **highly copper intensive**
- **Global mine supply remains structurally challenged** due to declining discoveries and mine grades
- **Strong ESG credentials** from MATSA's copper production, with world class environmental management practices and a range of community engagement programs
- Due to anticipated demand and supply constrains, **Sandfire expect persistent, strong and higher copper pricing environment in the future**

Global Copper Demand Growth to 2040



Source: Wood Mackenzie

Copper Intensity of Electric Vehicles



Source: AME

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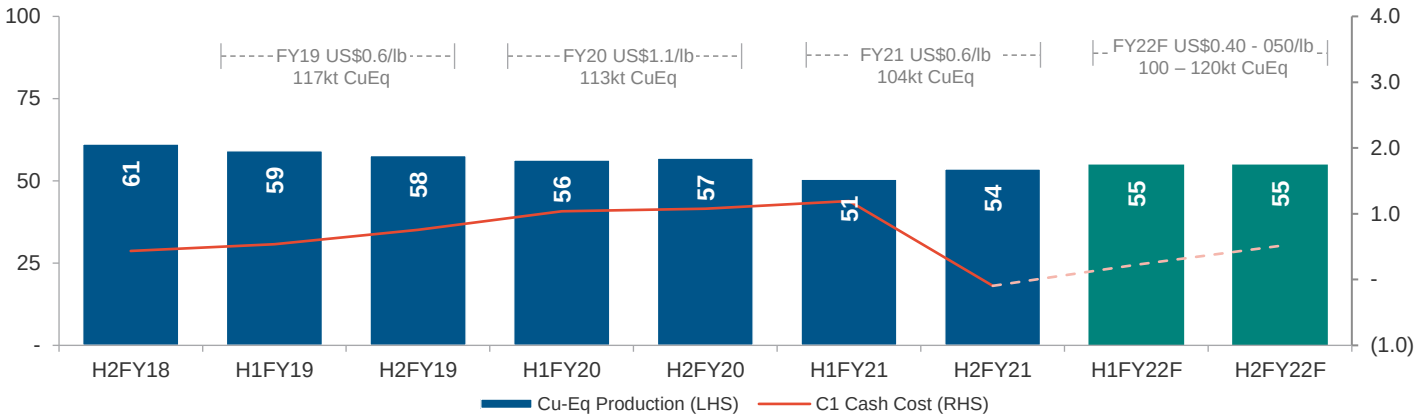
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Sandfire MATSA is a Robust Asset with Strong Cashflows

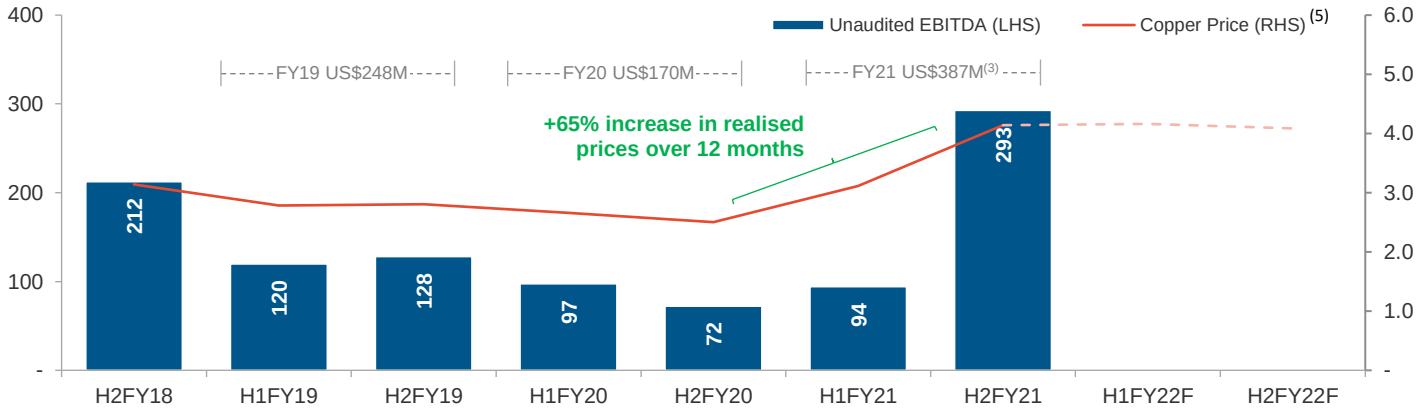
Quality

- **High quality cornerstone asset** for Sandfire with demonstrated ability to generate sustainable cash flows
- **First quartile copper cost curve position** with significant by-product credits
- Low operating costs translate to **strong margins** and **strong free cash flow generation**
- FY20 and H1FY21 operations impacted by disruptions due to COVID and a 5-day suspension in CY20 as a result of a nearby forest fire
  - Performance highlights the significant leverage to improved copper price outlook
  - FY21 cost position also benefited from increased by-product revenue from Zn, Pb and Ag
- Acquisition of MATSA for US$1,865 million implies an acquisition multiple of 4.8x MATSA's FY21A unaudited EBITDA (US$387M excluding impact of hedging)

MATSA Production (kt CuEq) and C1 Cash Cost (US$/lb)[1,2,3]



MATSA Unaudited EBITDA (US$M)[4] and Realised Copper Prices (US$/lb)



Notes: (1) Net of by-product credits; (2) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (3) Refer to page 35 for further details on costs; (4) Unaudited MATSA management accounts, excludes gains/losses from hedging; (5) Consensus forecasts.

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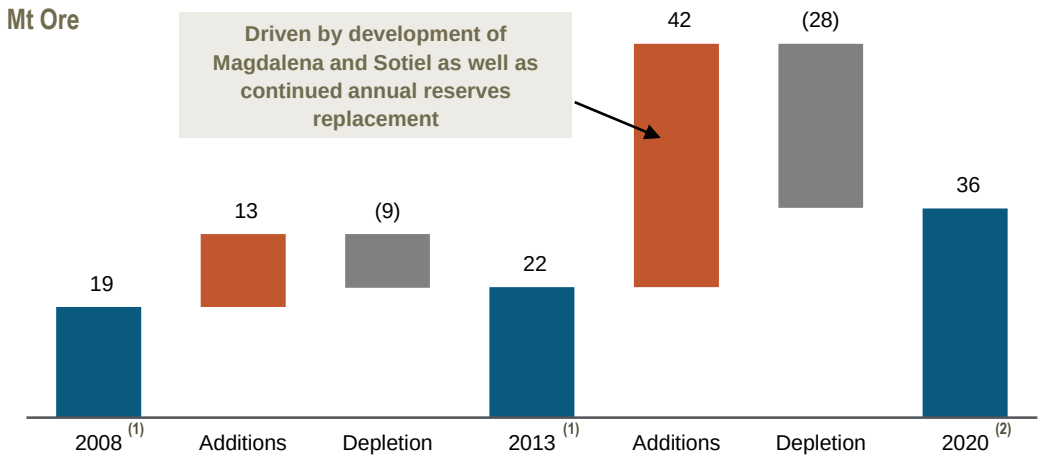
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Sandfire MATSA Upside Potential – Existing Operations

Upside

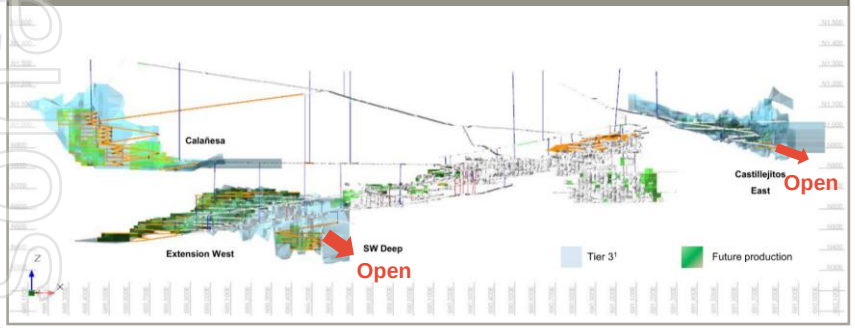
- All existing operations remain **open along strike and at depth**
- **Magdalena discovered by the MATSA team in 2013**
- **Significant exploration upside** from step-out drilling to extend orebodies
- In-fill drilling to target **upgrades to classification of the large-scale resource base of 122Mt**
- **Track record** of reserves replacement to **extend the life of operations**
- Large portfolio of growth opportunities and significant discoveries already made to date despite **only ~US$7Mpa(3) invested in exploration since 2006(4)**
- Sandfire's 5-year operational plan for MATSA is focused on realising value from the upside potential at existing operations (see page 25)

MATSA Strong Track Record of Reserves Replacement



Orebodies of Existing MATSA Operations

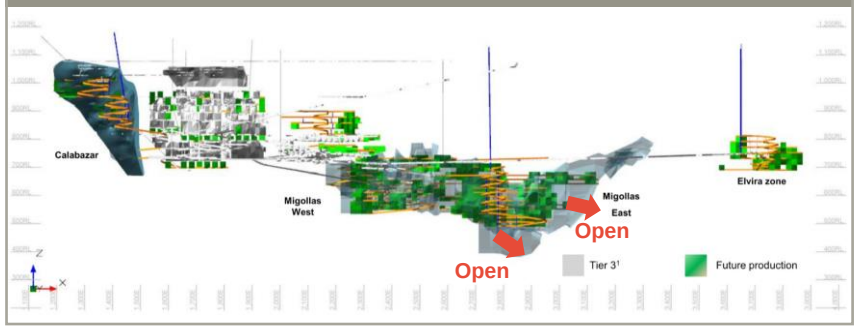
Aguas Teñidas



Magdalena



Sotiel



Notes: (1) MATSA internal historical estimates; (2) Reserves as of July 2020, refer to Appendix C for further information; (3) US$100m invested since 2006; (4) Unaudited management estimates, as at December 2020.

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Sandfire MATSA Upside Potential – Regional

Upside

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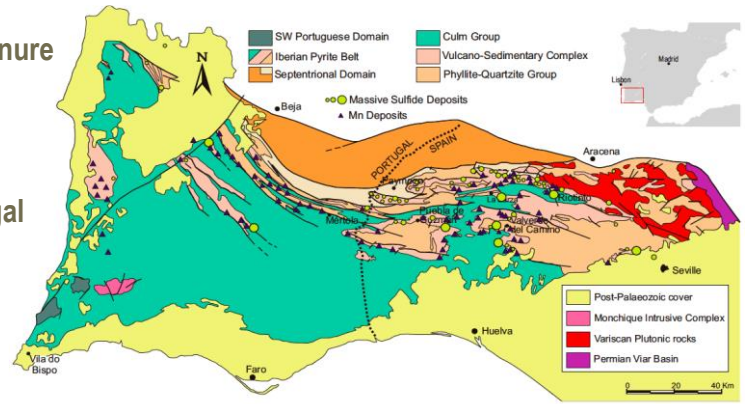
- **Significant regional upside potential** across one of the world's largest concentrations of VMS copper-zinc mineralisation
- Approximately **2,450km^2 of regional exploration tenure held** across the Iberian Pyrite Belt, which has been mined for more than 2,500 years
- **Experienced in-country exploration team** with a **track record of success** (e.g. Magdalena discovery 2013)
- **Potential new mining centres identified** at Poderosa and Concepión (close proximity to Magdalena) with several other advanced stage targets being progressed
- **Regional joint venture opportunities** across Spain and Portugal (including neighbouring mines and deposits) including a joint venture established with junior miner, Avrupa Minerals, in Portugal
- **Significant upside in a belt that is under-explored** by comparison to other well-known VMS belts – will benefit from modern, state-of-the-art exploration tools and techniques, and is perfectly aligned to SFR's VMS exploration capability

~2,450km^2 of Exploration Tenure Across the Iberian Pyrite Belt(1)

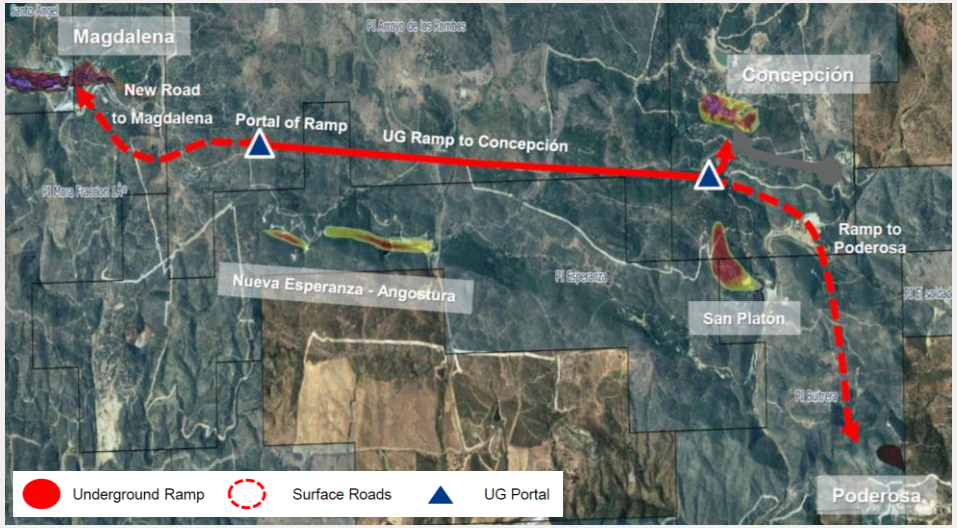
Regional Exploration Tenure

~1,332km^2 Spain

~1,108km^2 Portugal



Potential New Mining Centre – Poderosa and Concepión



Notes: (1) Almodóvar et al (2019).

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Sandfire MATSA is in a World-Class Mining Province

Jurisdiction

- Established and transparent permitting process – **all permits currently in place for MATSA's operating mines**(1)
- **World-class infrastructure and logistics**, with reliable access to power and water and **only 90km trucking distance to world class port** at Huelva
- **Several listed copper producers with existing operations in the region** (Lundin Mining, First Quantum, Southern Copper)
- **Supportive local community and highly skilled workforce** (80% of staff employed from local towns in Huelva province) and an **experienced in-country management team**
- **Andalusia is a key mining district in Spain**, with several operating mines in the region accounting for 40% of mining production in Spain by value(2)
- **Attractive fiscal regime** with a 25% corporate tax rate and no mineral royalties payable

Overview of Current Mining Projects in Spain



Transport from MATSA to Port of Huelva



Notes: (1) Permits are in place for MATSA's existing operating mines and infrastructure; (2) Ministerio para la Transición Ecológica y el Reta Demográfica, Statista 2019.

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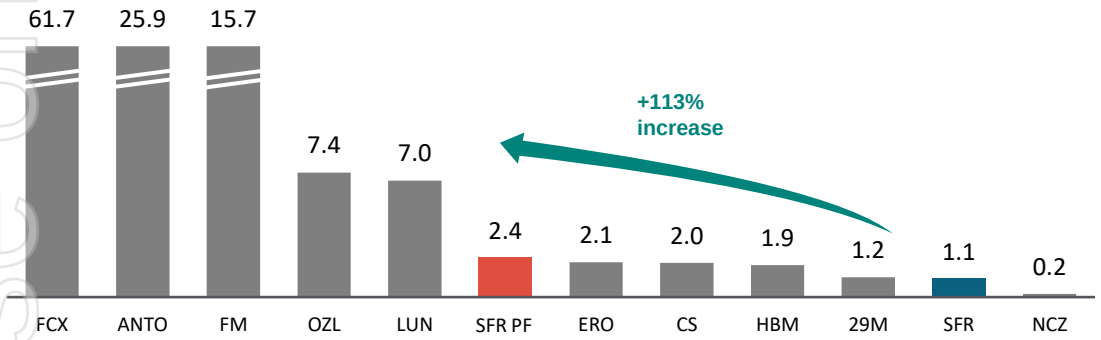
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Sandfire Transformational Transaction with Re-rate Potential

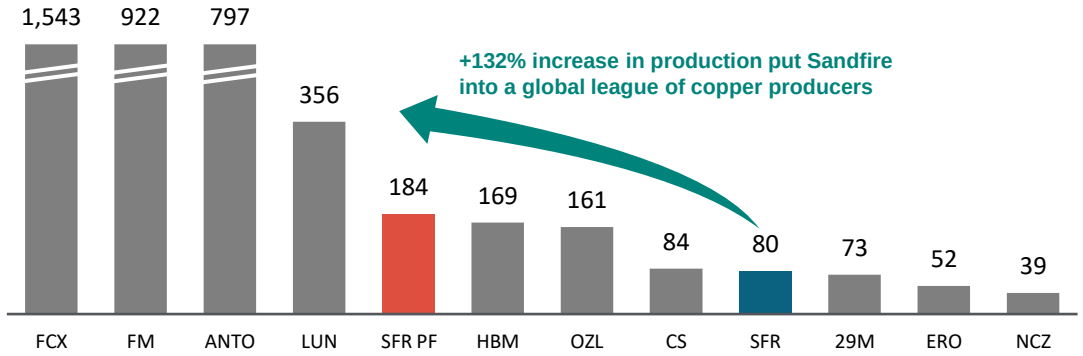
Value

Portfolio enhancing acquisition of a high-quality asset which positions Sandfire against global peers and provides a platform for a potential re-rate towards the larger peers

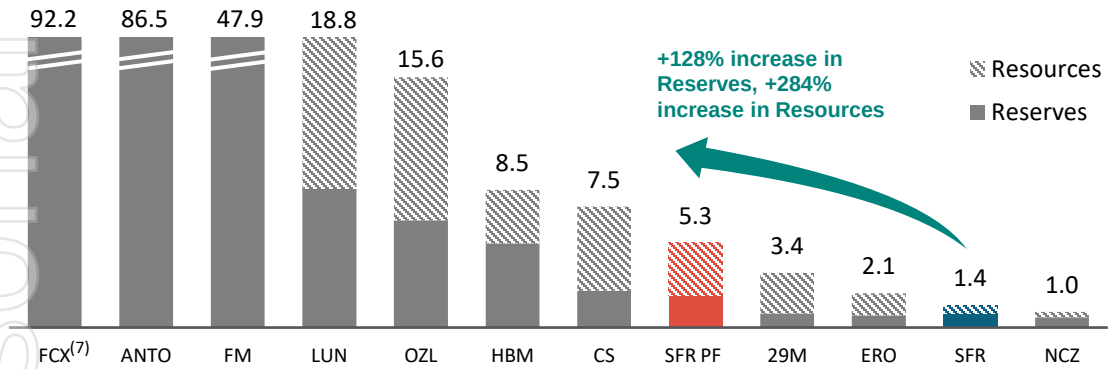
Global peers market capitalisation (A$bn)[1][9]



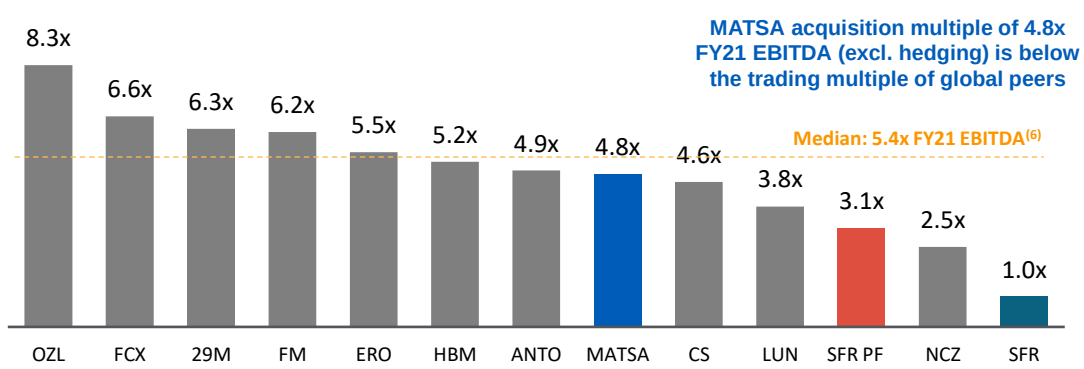
Global peers FY21A production (CuEq kt)[2][4][9]



Mineral Resources and Ore Reserves (Mt CuEq)[2][3][9]



Global peers EV / FY2021 EBITDA trading multiples (x)[1][5][3][8][9]



Source: Company Announcements. Notes: PF = Pro forma; ANTO = Antofagasta plc; CS = Capstone Mining Corp.; ERO = Ero Copper Corp; FM = First Quantum Minerals Ltd.; FCX = Freeport-McMoran, Inc.; HBM = Hudbay Minerals Inc.; LUN = Lundin Mining Corporation; NCZ = New Century Resources Limited. OZL = OZ Minerals Limited; 29M = 29 Metals Ltd. Pro forma figures for FY21A illustrative only given acquisition of economic ownership is expected to occur in the March quarter of 2022; (1) Market capitalisation as at 22 September 2021 for ASX and 21 September 2021 for Global peers, Sandfire pro forma capitalisation detailed on page 31; (2) CuEq assumes long-term real prices detailed on page 6; (3) Refer to Appendix C for details on Mineral Resources and Ore Reserves; (4) Reported actual performance based on 12-months to 30 June 2021; (5) EBITDA based on broker consensus or actual reported EBITDA to 30 June 2021 where available, plus unaudited MATSA management accounts (excl. gains/losses from hedging) used for pro forma multiple; (6) Median includes peers only (i.e. excludes Sandfire, pro forma and MATSA); (7) FCX Mineral Resource defined as Milling & Leaching ore; (8) Peer EV inclusive of liquid investments. Includes Sandfire's liquid stake in Adriatic Metals, valued at A$100M at the last close price of A$2.89/sh; (9) Sandfire peer set includes select ASX and international (LSE, NYSE or TSX) base metals producers

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Sandfire Sandfire's Vision for Realising MATSA upside

MATSA is a high quality operation with significant optimisation and life extension potential – the combination of the highly capable MATSA and Sandfire teams is well positioned to realise these opportunities and continue to grow MATSA as Sandfire's cornerstone asset

Stage	Phase 1 (Day 1 – 1 Year)	Phase 2 (2 - 5 Years)	Phase 3 (5+ Years)
Objectives	**Finalise the Transaction** (expected to take 3 – 6 months for FDI & anti-trust approvals) **Operational integration** (alignment of policies, standards, reporting and operating practices) **Optimise & implement 5-year plan** – Safety improvement – culture and accountability – Focus on key drivers of value – maximise NSR early – Lift mine productivity and develop plan to grow mill throughput to >5.0Mtpa – Resource to Reserve conversion to extend the mine life of existing mines – Near mine resource extensions at the three existing mines, beyond the current resource base – Commence a regional exploration campaign to underpin future expansions of throughput and mine life	**Maximise existing processing hub** – Implement long-term plan to upgrade the central processing plant to 5Mtpa target (with minimal additional capital investment required) – Install an ore handling system at Magdalena to increase production rate and reduce operating costs – Promote advanced exploration targets at Concepción, Poderosa, San Platón & Esperanza **Evaluate expansion beyond 5Mtpa** – Potential development of a 1-2Mtpa processing facility at the old Almagrera Plant site (previously processed Sotiel and Aguas Teñidas ore until 2002) or addition of a 3rd crushing train at Aguas Teñidas plant – Potential for 100% of ore supply sourced from Sotiel to be processed at standalone facility (Almagrera) – Ongoing near-mine exploration to support production **Continued regional exploration** – Regional exploration to unlock opportunities across MATSA's extensive 1,108km^2 of Portuguese tenements – a highly prospective and, under-explored region	**Iberian Pyrite Belt opportunities** – Significant high-quality region with opportunities for further development/ partnerships in the region – MATSA is engaging in and has identified opportunities with neighbouring mines and deposits on the Pyrite Belt **Portugal hub** – Outside of the near-mine opportunities, regional exploration success may enable the development of a new processing hub in Portugal – MATSA has identified multiple targets for VMS deposits in Portugal
Outcomes	Integration and sustain annual production of 100-120ktpa CuEq	Pathway to >120ktpa CuEq	Additional regional hubs

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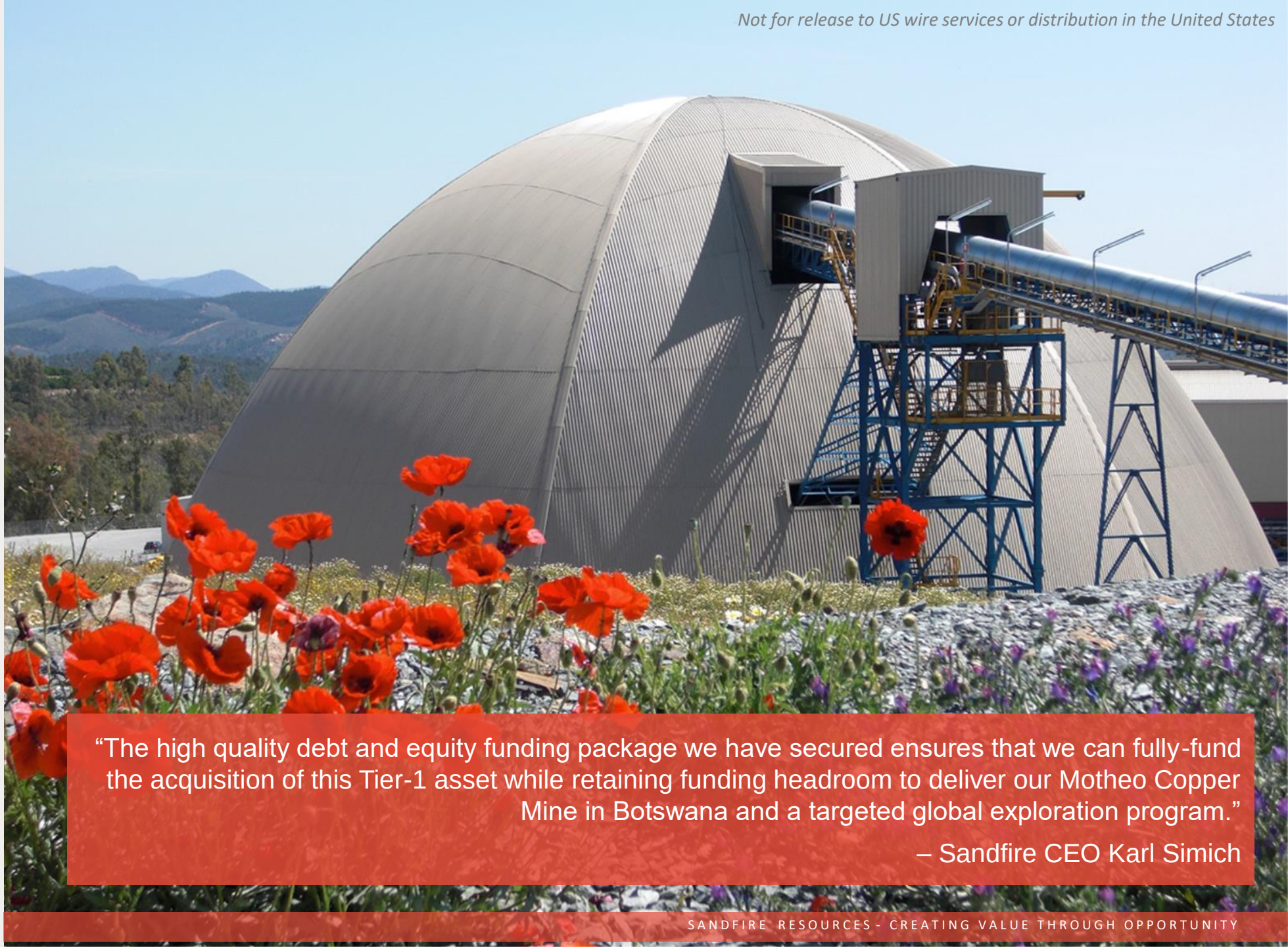
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3

TRANSACTION FINANCING



"The high quality debt and equity funding package we have secured ensures that we can fully-fund the acquisition of this Tier-1 asset while retaining funding headroom to deliver our Motheo Copper Mine in Botswana and a targeted global exploration program."

– Sandfire CEO Karl Simich

Sandfire Acquisition Financing – Sources & Uses

Sources of Funds[1]	A$M	US$M
Fully underwritten equity raising[3]	1,248	905
Equity: Strategic Placement to AustralianSuper	120	87
Equity: Institutional Placement	165	120
Equity: Institutional Entitlement Offer	626	454
Equity: Retail Entitlement Offer	337	244
Debt: Syndicated and Underwritten Debt Facility	897	650
Debt: ANZ Facility	200	145
Cash	297	215
Total Sources	**2,641**	**1,915**

Uses of Funds[1]	A$M	US$M
Purchase Consideration[2]	2,572	1,865
Transaction Costs	69	50
Total Uses	**2,641**	**1,915**

Notes: In the event the Transaction does not complete, bank debt facilities will be terminated and not drawn, and Sandfire will consider ways to return surplus capital from the Equity Raising. (1) Purchase consideration and other FX conversion assumes AUD/USD exchange rate of 0.725; (2) Purchase Price is subject to an adjustment mechanism at completion; (3) Equity proceeds will be converted to US$ at settlement to alleviate any foreign exchange risk up to transaction completion.

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Sandfire Equity Raising Details

Offer Size and Structure	• 1,248M (US$905M[1]) fully underwritten equity raising consisting of: – A$120M strategic placement to AustralianSuper (“**Strategic Placement**”), – A$165M institutional placement (“**Institutional Placement"**) (together with the Strategic Placement, the “**Placement**”); and, – A$963M fully underwritten 1 for 1 accelerated non-renounceable entitlement offer (“**Entitlement Offer**”) (together, the “**Offer**” or the “**Equity Raising**”) ○ Eligible shareholders will be invited to subscribe for one new SFR share (“**New Shares**”) for every 1 existing SFR shares held as at 7:00pm 27 September 2021 (“**Entitlement Offer Record Date**”) ○ The Entitlement Offer is non-renounceable and entitlements will not be tradeable or otherwise transferable • Approximately 231M New Shares to be issued under the Offer representing approximately 129.6% of current issued capital
Offer Price	• The Placement and Entitlement Offer will be conducted at A$5.40 per New Share (“**Offer Price**”) – 13.2% discount to the last closing price of A$6.22 on 22 September 2021; and – 6.2% discount to the Theoretical Ex-Rights Price (“**TERP**”)[2] of A$5.76 per share based on the last closing price on 22 September 2021
Use of Proceeds	• The proceeds will be used to fund the Transaction in conjunction with new debt and existing cash
Institutional Entitlement Offer	• Institutional Entitlement Offer and Placement to be conducted from 23 September 2021 to 24 September 2021[4] • Institutional entitlements not taken up and those of ineligible institutional shareholders will be sold at the Offer Price
Retail Entitlement Offer	• Retail Entitlement Offer to open on 30 September 2021 and close at 7:00pm on 13 October 2021[4] • Only eligible shareholders with a registered address in Australia or New Zealand as at the Record Date of 27 September 2021 may participate in the Retail Entitlement Offer
AustralianSuper Cornerstone	• A$120M Binding equity commitment received from AustralianSuper to subscribe to the strategic placement • AustralianSuper has also committed to sub-underwrite the Retail Entitlement Offer for up to A$150M
Ranking	• New Shares will rank equally with existing SFR shares on issue
Underwriting	• The Placement and Entitlement Offer is fully underwritten by the Joint Lead Managers
Advisors	• Gilbert + Tobin has been appointed as legal advisor for the equity raising

Notes: In the event the Transaction does not complete, bank debt facilities will be terminated and not drawn, and Sandfire will consider ways to return surplus capital from the Equity Raising. (1) Purchase consideration and other FX conversion assumes AUD/USD exchange rate of 0.725; (2) The Theoretical Ex-Rights Price (“TERP”) is the theoretical price at which SFR shares should trade after the ex-date for the Entitlement Offer. TERP is calculated by reference to SFR’s closing share price of A$6.22 per share, being the last trading day prior to the announcement of the Entitlement Offer of A$5.40 per share. TERP is a theoretical calculation only and the actual price at which SFR shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP includes shares to be issued under the Placement; (3) Calculated on the number of shares on issue prior to the offer plus the number of Entitlement Offer shares underwritten by the Joint Lead Managers; (4) These timings are indicative only and subject to variation. SFR reserves the right to alter the timetable at its absolute discretion and without notice, subject to the Listing Rules, Corporations Act and other applicable laws. All references are to Australian Eastern Standard Time (AEST).

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Sandfire Equity Raising Timetable

Event	Date
Announcement of Equity Raising	**Thursday, 23 September 2021**
Placement and Institutional Entitlement Offer Opens	**Thursday, 23 September 2021**
Announcement of results of Placement and Institutional Entitlement Offer	**Monday, 27 September 2021**
Trading halt lifted and shares recommence trading	**Monday, 27 September 2021**
Entitlement Offer record date	**Monday, 27 September 2021**
Retail Entitlement Offer opens, and Retail Offer Booklet dispatched	**Thursday, 30 September 2021**
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	**Monday, 4 October 2021**
Allotment and commencement of trading of New Shares under the Placement and Institutional Entitlement Offer	**Tuesday, 5 October 2021**
Retail Entitlement Offer closes	**Wednesday, 13 October 2021**
Announcement of results of Retail Entitlement Offer	**Monday, 18 October 2021**
Settlement of New Shares issued under the Retail Entitlement Offer	**Tuesday, 19 October 2021**
Allotment of New Shares under the Retail Entitlement Offer	**Wednesday, 20 October 2021**
Commencement of trading of New Shares issued under the Retail Entitlement Offer	**Thursday, 21 October 2021**

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Notes: These timings are indicative only and subject to variation. SFR reserves the right to alter the timetable at its absolute discretion and without notice, subject to the Listing Rules, Corporations Act and other applicable laws. All references are to Australian Standard Time (AEST).

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Sandfire Acquisition Debt Funding

Acquisition Debt Funding

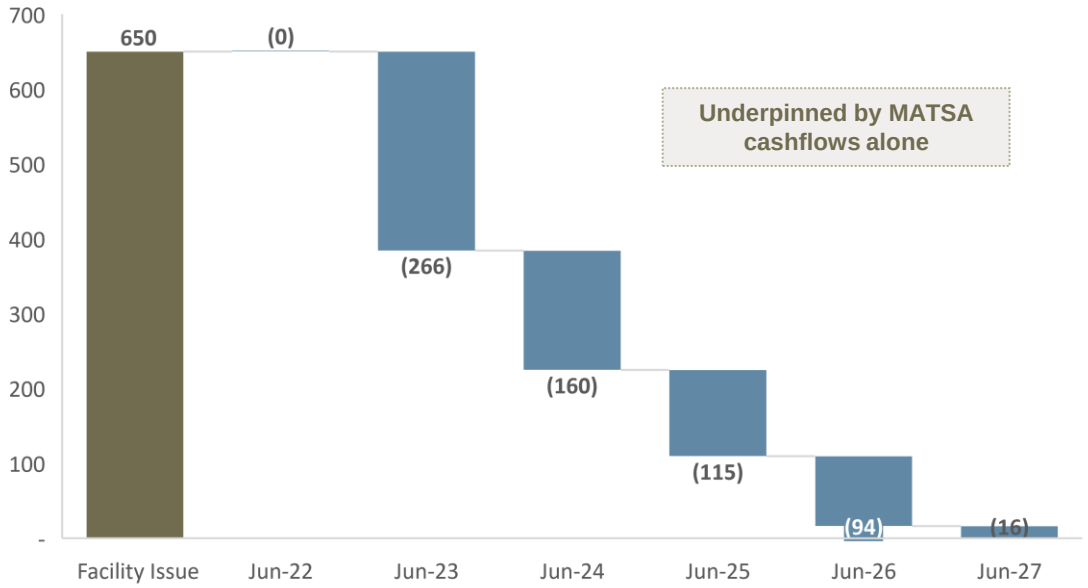
New Underwritten Syndicated Debt Facility(2)	• Binding credit-approved underwritten commitment letter and term sheet agreed for US$650M (A$897M)(1) debt facility with a syndicate of lenders, comprising Citi, Macquarie, Natixis and Société Générale ("Syndicated and Underwritten Debt Facility") to partially fund the acquisition • Strong support from both current lenders to MATSA (Natixis and Société Générale) and new lenders (Citi and Macquarie) • 5-year facility with customary provisions including a cash sweep. Debt is expected to be fully repaid within 4 years due to forecast strong cashflow generation from MATSA • Debt will be fully supported by MATSA cashflows, excluding any contribution from DeGrussa or other SFR assets. Security limited to Minas de Agua Teñidas S.A, with no recourse to SFR • MATSA to undertake commodity hedging to support the Syndicated and Underwritten Debt Facility, with 30-40% of copper and zinc concentrates production to be hedged for the first three years
ANZ Debt Facility(2)	• Binding credit-approved commitment letter and term sheet from ANZ for a A$200M (US$145M(1)) corporate debt facility • The facility has an incrementally growing minimum cash requirement ahead of bullet payment in September 2022 • ANZ facility is conservatively sized based on DeGrussa cashflows, excluding any contribution from new assets

Other Future Debt

Motheo Debt Facility	• Indicative debt sizing of circa US$160M (A$221M(1)) for the base case T3 development, with Sandfire in discussions for potential upsizing to fund the A4 development • Debt will be used to partly fund construction of Motheo Project, and fully supported by the Motheo Project

Syndicated Debt Amortisation Profile (US$m)

New Syndicated and Underwritten Debt Facility (scheduled repayments only, without cash sweep)



Notes: (1) FX conversion assumes AUD/USD exchange rate of 0.725;
(2) Drawdown subject to market-standard conditions precedent for the debt, which includes completion of full form facility documentation.

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Sandfire Well-Capitalised Post Transaction

		SFR Standalone	Transaction Adjustments	SFR Pro Forma
Share Price[1]	A$/sh	6.22	5.40	5.76
(x) Shares Outstanding	M	178	231	409
Market Capitalisation (indicative)	**A$M**	1,109	1,248	2,356
(-) Cash (as at 31 August 2021)[2][4]	**A$M**	681	(297)	384
(+) Debt (as at 31 August 2021)[3][4]	**A$M**	-	1,097	1,097
Enterprise Value (indicative)	**A$M**	428	2,641	3,069
Net Cash / (Debt)	**A$M**	681	(1,394)	(713)
Gearing (Net Debt / Enterprise Value)	%	-%	53%	23%

- Strong balance sheet post Acquisition, with pro forma net debt at completion of A$713M[3], gearing of ~23% and A$384M[2] cash on hand
- Balance sheet flexibility maintained to fund Motheo with a combination of existing cash and new project level debt
- Strong forecast cashflows from MATSA to deleverage the balance sheet
  - New Syndicated Facility has a scheduled maturity of 5 years
  - The facility forecast to be fully repaid within 4 years under agreed “bank case” assumptions
- Portfolio hedging strategy being considered for DeGrussa cash flows

Notes: (1) SFR Standalone Share Price as at 22 September 2021, Offer Price and TERP. Theoretical ex-rights price (“TERP”) includes shares issued under the Entitlement Offer and includes shares issued under the Placement. TERP is a theoretical calculation only and the actual price at which Sandfire shares trades immediately following the ex-date for the Entitlement Offer may differ from TERP. The TERP has been calculated by reference to Sandfire’s closing price of A$6.22/sh on 22 September 2021; (2) Includes Sandfire’s liquid stake in Adriatic Metals, valued at A$100M at the last close price of A$2.89/sh; (3) FX conversion assumes AUD/USD exchange rate of 0.725; (4) Unaudited balance as at 31 August 2021.

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Sandfire

4

MATSA OVERVIEW



"This is an exceptional high-grade VMS asset which comprises three significant underground mining operations, a world-class 4.7Mtpa processing facility, extensive infrastructure and a vast exploration package with numerous walk-up drill targets and outcropping satellite VMS prospects"

– Sandfire CEO Karl Simich

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Sandfire MATSA: 3 Mines + Processing Facility



Aguas Teñidas Mine

Commercial production	2009
Mining rate (FY21A)	1.7Mtpa
FY21A production[1][4]	32kt CuEq
UG max current depth	800m
Reserves[2][3][4]	14.5Mt @ 2.7% CuEq
Resources[2][3][4]	46.7Mt @ 3.1% CuEq



Magdalena Mine

Commercial production	2015
Mining rate (FY21A)	2.0Mtpa
FY21A production[1][4]	97kt CuEq
UG max current depth	680m
Reserves[2][3][4]	18.1Mt @ 3.5% CuEq
Resources[2][3][4]	27.9Mt @ 4.1% CuEq



Sotiel Mine

Commercial production	2014
Mining rate (FY21A)	0.4Mtpa
FY21A production[1][4]	11kt CuEq
UG max current depth	400m
Reserves[2][3][4]	3.4Mt @ 2.7% CuEq
Resources[2][3][4]	47.2Mt @ 2.8% CuEq



Central Processing Facility

Throughput	4.7Mtpa (capacity)
Recovery (FY21A)	75% Cu, 71% Zn, 27% Pb, 48% Ag
Product	Polymetallic ore: Cu, Zn, Pb con. Cupriferous ore: Cu con.
Utilisation	~94 - 96% availability
Processing lines	3

MATSA Mining Complex:

104ktpa CuEq
Production FY21A[3][4]

4.2Mtpa
Throughput FY21A

1.1Mt CuEq
Reserves @ 3.1% CuEq[1][2]

3.9Mt CuEq
Resources @ 3.2% CuEq[1][2]

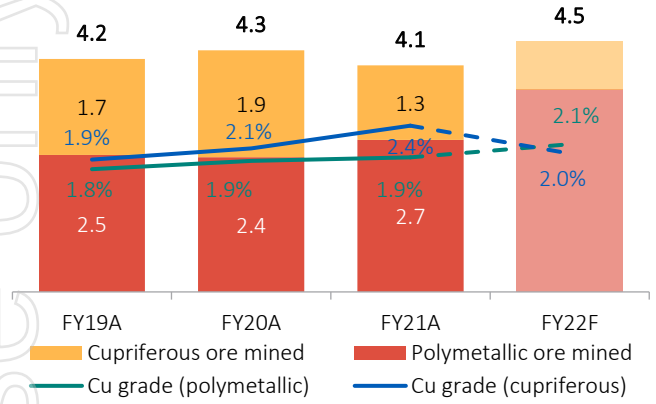
Notes: (1) Production by deposit calculated as ore mined multiplied by head grade (total contained sum of 140kt CuEq) relative to contained production of 104ktpa CuEq for FY21A post-processing and loss from recoveries (ore milled multiplied by grade and recovery); (2) Refer to Appendix C for details on Mineral Resources and Ore Reserves; (3) CuEq assumes long-term real prices detailed on page 6, with realised pricing used for actuals; (4) Pro forma figures for FY21A illustrative only given acquisition of economic ownership is expected to occur in the March quarter of 2022.

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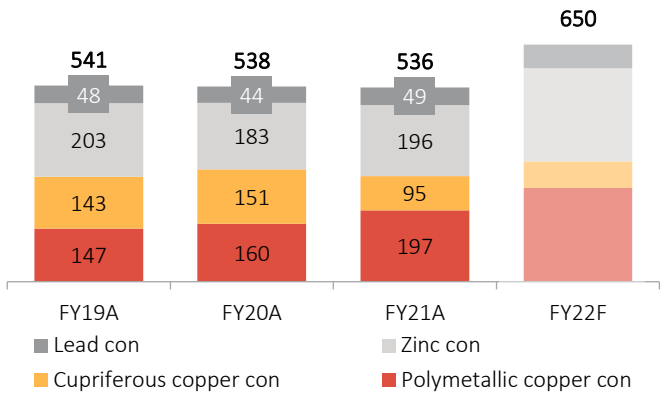
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Sandfire MATSA Historical and Forecast Performance

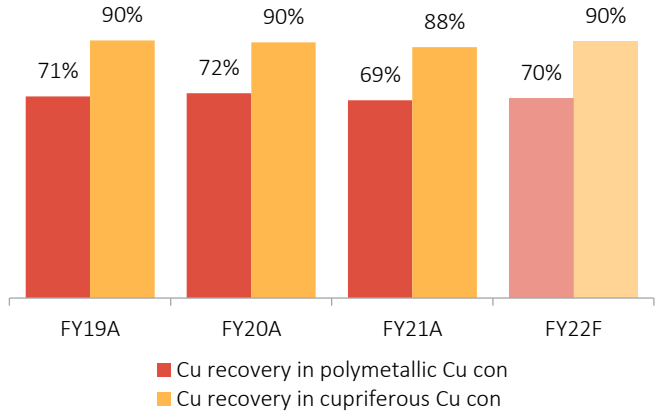
Ore Mined (Mt) and Grade (%)(1)



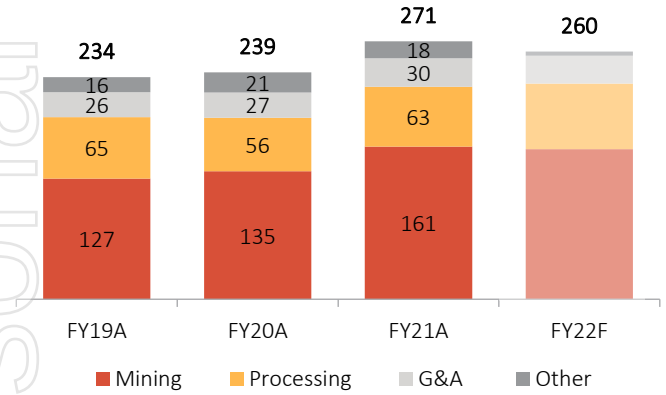
Concentrate Production (kt)(1)(5)



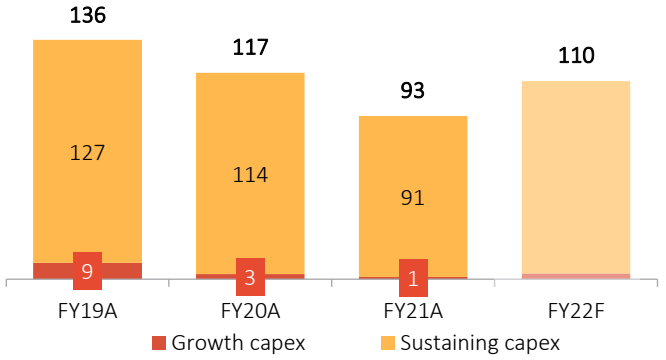
Recoveries (%)(1)



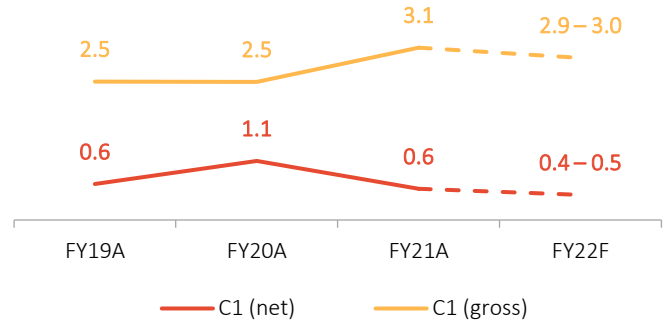
Operating Expenses (US$M)(1)(2)



Capital Expenditure (US$M)(1)



C1 Cash Costs (US$/lb)(1)(3)(4)

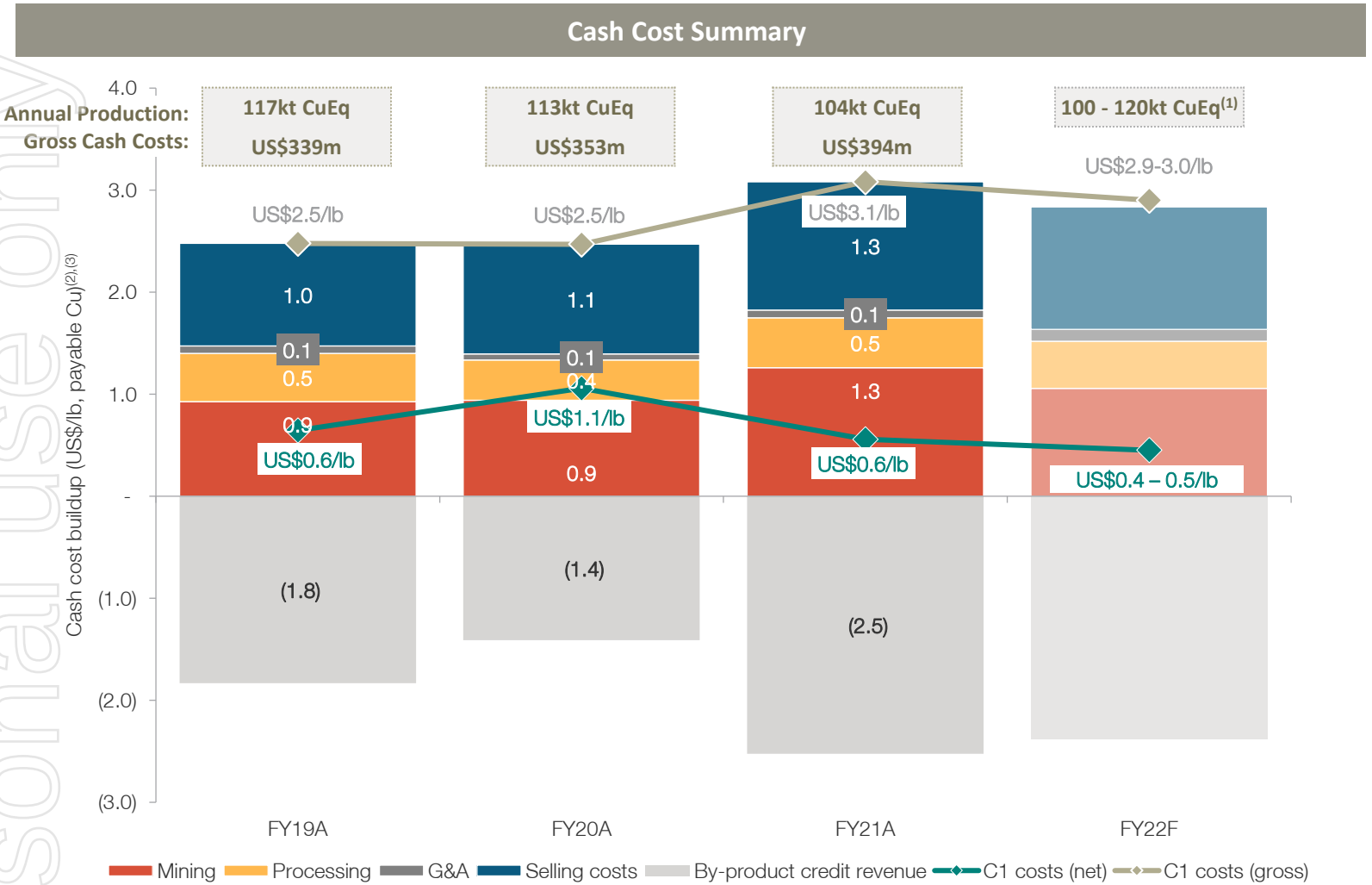


Notes: (1) Pro forma figures are illustrative only given acquisition of economic ownership is expected to occur in the March quarter of 2022; (2) Other costs inclusive of insurance costs, offtake interest costs and gain / loss on FX; (3) See slide 36 for further details; (4) FY22 Based on mid-point of guidance; (5) Refer to processing schematic diagram on page 35 for further information.

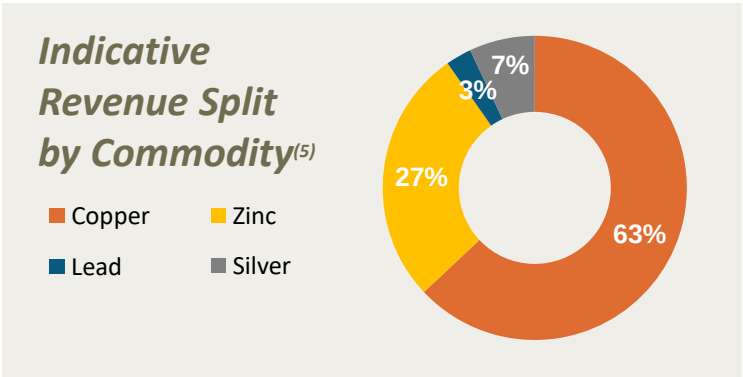
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MATSA Unit Cash Cost Overview



- Decrease in C1 cost from US$0.56/lb FY21A to forecast US$0.4 – 0.5/lb Cu FY22F(1)
  - By-product credit revenue based on consensus prices of US$1.2/lb Zn, US$0.9/lb Pb and US$23.7/oz Ag
  - Higher unit mining costs in FY21A driven by geotechnical conditions
- MATSA is a first cost quartile operation with FY22 C1 cost guidance of US$0.40-0.50/lb(1), which is well below current spot prices of c.US$4.1/lb(4)
- Sandfire has identified several opportunities for productivity improvements and cost reductions which have not been factored into these forecasts



Notes: (1) Pro forma figures are illustrative only given acquisition of economic ownership is expected to occur in the March quarter of 2022; (2) G&A defined as general services costs (admin costs excluded) and direct C1 G&A costs of ~60% of total for FY22; (3) By-product cost calculated as C1 costs (net of by-product revenue) / Cu payable production; (4). LME Copper as at 22 September 2021; (5) Based on FY21A revenue split.

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Sandfire MATSA Infrastructure

Processing Plant(1)	• A Central Processing Facility located at Aguas Teñidas treats ore from all three mine sites (throughput capacity 4.7Mtpa) • The processing complex consists of two processing plants which contains two crushing lines and three processing lines • The processing lines have been designed to process both cupriferous and polymetallic ores
Power Supply	• Connected to the Spanish National Grid at Calañas substation • Total current capacity of 41MW • Solar Project is also being explored to install solar power at the mine
Water Supply	• All mines within the Odiel River catchment • Water supply sourced from Olivargas and San Miguel dam • Water treatment plant used on site for water recycling
Tailings Management	• The Aguas Teñidas Tailings Management Facility (“TMF”) was commissioned during 2009 • Approximately 44% of tailings produced at the processing plant is sent to the TMF with the balance sent to the paste backfill plants • There is a comprehensive monitoring program in place for the TMF

Focused culture on innovation with state-of-the-art technology implemented



Centralised control room with digital technology and advanced emergency response hub



Virtual real time communications with management to the frontline



Mine teleremote technology with 9 x loaders and 5 x drills with equipped capability



Plant automation with automated SAG mill control, reagent dosing and samples for met accounting

(1) Refer to processing schematic diagram on page 53 for further information.

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Sandfire Offtake Agreement with Trafigura

- Life of mine concentrate offtake agreement with Trafigura for 100% of offtake – terms have been revised to reflect independent go-forward operations
- Long-term marketing partner for MATSA which builds on Sandfire's already established relationship with Trafigura via DeGrussa
- MATSA sells four products to Trafigura:
  - Cu cupriferous concentrate
  - Cu polymetallic concentrate
  - Zn concentrate
  - Pb concentrate
- Offtake arrangement leverages local and port and blending facilities at Huelva, via Impala Terminal, which is ~90km from MATSA via national road

Trafigura overview

Trafigura is one of the world's leading independent commodity trading and logistics houses

Global network supported by offices in 48 countries which connects producers and consumers worldwide

The Group delivered US$6.8bn gross profit with a combined volume of commodities traded of 365Mt in FY20(1)

TRAFIGURA

Indicative destination of concentrate(2)

All sales of mineral ore concentrates were made to Trafigura in 2020, whose main markets are Asia and Europe



Offtake Agreement also provides MATSA access to:

- Local large scale blending facilities
- State-of-the-art port access at Huelva
- Global marketing network

Notes: (1) Trafigura, 2020 Annual Report; (2) Based on 2020 product distributions, MATSA Sustainability Report 2020, p15.

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Sandfire Experienced Board & Senior Management

MATSA team have significant in-country expertise and history with the operation

Senior Manager	Biography
 **Audra Walsh** **CEO** *+5 years at MATSA*	• Holds a BS of Mine Engineering, registered member of SME and a professional engineer in the state of New York • Professional engineer with over 25 years of experience in the mining industry; joined MATSA in 2016 • Former CEO of Sierra Metals, Minera SA, and was Senior Management within Barrick and Newmont
 **Antonio Gámiz Álvarez** **Operations Director** *+12 years at MATSA*	• Holds a Bachelor and MSc degree in Chemical Engineering • Over 26 years of experience in the mining sector • Previously plant manager in Mexico for diverse operations for National and Canadian Companies
 **Christopher Campbell** **Mining Director**	• Holds a Bachelor degree in Mining Engineering • Over 20 years of experience in the mining operations • Previously Mine Manager for Freeport McMoRan and New Gold operations in Canada and Indonesia
 **Paula Chaves Iborra** **Legal & Industrial Relations Director** *+12 years at MATSA*	• Holds a degree in Law and an Executive MBA • Over 17 years of experience as a lawyer and more than 12 years at MATSA • Previous positions held as a lawyer and in labour relations
 **Jaime Macías Pérez** **Health, Safety & Environment Director** *+2 years at MATSA*	• Holds a Bachelor of Industrial Civil Engineering and an MBA • Professional engineer with over 25 years of experience in the mining industry; joined MATSA in 2019 • Previous positions with Goldcorp and Agnico Eagle

Senior Manager	Biography
 **Enrique Gallar Romero** **CFO**	• Holds a bachelor Business Administration and an MBA • Over 30 years of experience in finance; majority working for large global conglomerates with Spanish operations • Joined MATSA as CFO in 2021; formerly CFO of Bentler Group and Kloeckner&Co
 **Juan Manuel Pons Pérez** **Geology & Exploration Director** *+14 years at MATSA*	• Holds a degree in Geological Sciences and a Master in Implementation of Quality & Environment Systems and Master in Environmental Engineering • Professional Geologist with over 30 years of experience in the mining sector, specifically in the Iberian pyrite belt • Previous positions held at Boliden and Navan
 **Nuria Fresco García** **HR Director** *+1 year at MATSA*	• Holds degree in Law and Master in Human Resources Management and Labour Relations • Over 20 years of experience in HR; joined MATSA in 2020 • Previous positions as internal corporate HR Manager for projects in Europe, America, Asia and Australia
 **Pedro Hernández-Vaquero** **Director Facultavia & Projects** *+2 years at MATSA*	• Holds a Bachelor in Mining Engineering and a Master in preventions of occupational hazards • Professional engineer with more than 15 years of experience; joined MATSA in 2019 • The nominated director for regulatory compliance in Spain

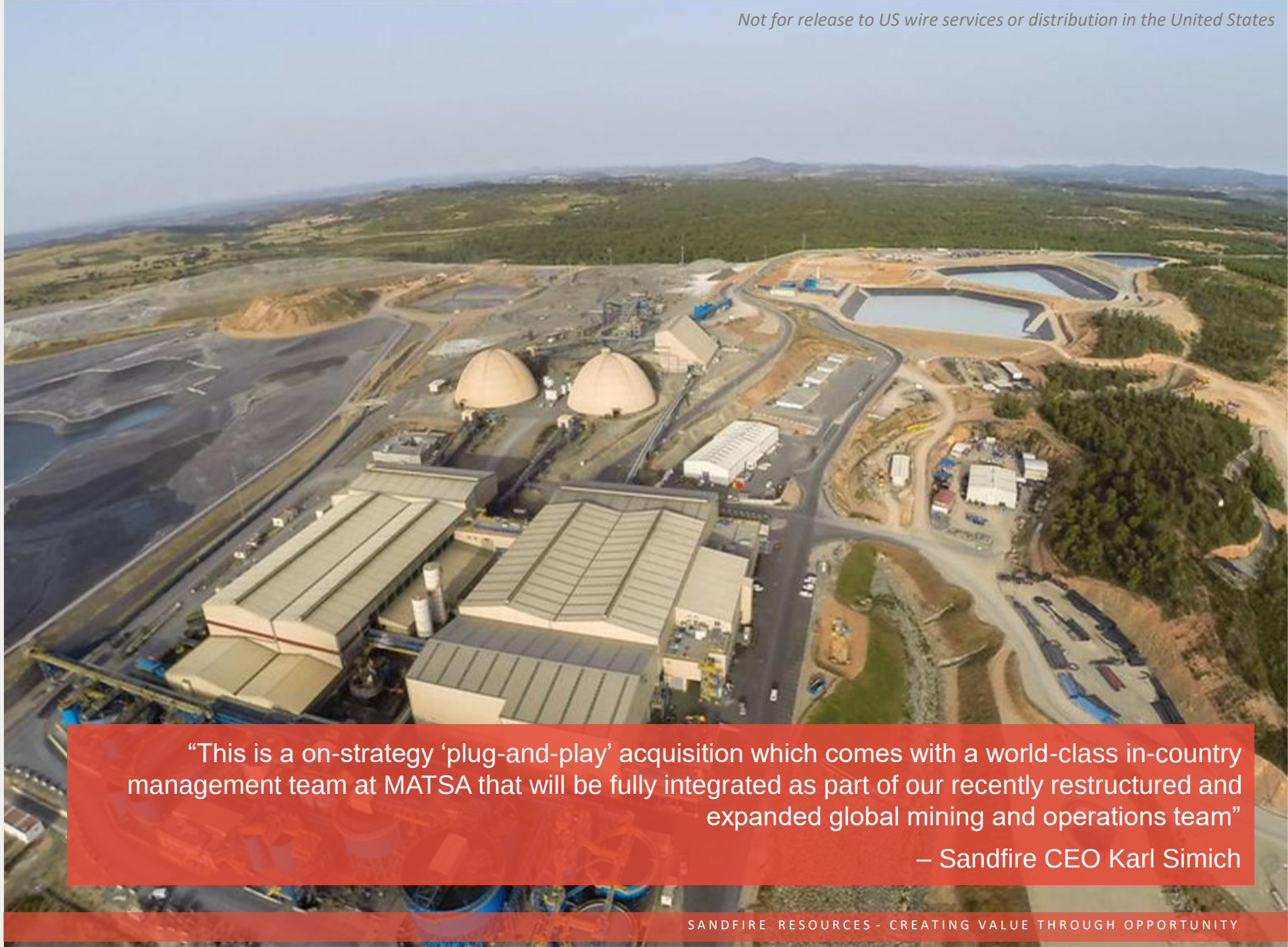
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Sandfire

5

SANDFIRE PRO FORMA SUMMARY



"This is a on-strategy 'plug-and-play' acquisition which comes with a world-class in-country management team at MATSA that will be fully integrated as part of our recently restructured and expanded global mining and operations team"

– Sandfire CEO Karl Simich

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Sandfire A Strong Track Record of Discovery, Development and Delivery

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AUSTRALIA

- **2009** – DeGrussa Discovery
- **2011** – $380m development approved
- **2013** – Project commissioning
- **2015** – High-grade Monty discovery, solar farm construction
- **2017** – Project debt repaid, Monty development
- **2019** – First ore from Monty

NORTH AMERICA

- **2015** – Sandfire acquires initial interest in Black Butte Project
- **2017** – Permitting process for Black Butte advances
- **2019** – Positive ROD for Black Butte, DFS and Maiden Ore Reserve
- **2021** – Site works commence and near-mine exploration



BOTSWANA

- **2019** – Acquisition of MOD Resources
- **2021** – Final Investment Decision for Motheo mine development
- **2021** – Motheo development commences





SPAIN

- **2021** – Transformational acquisition of MATSA

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Sandfire Organisational Structure

High quality in-country management team operating under a decentralised structure, reporting to Head Office

Board of Directors



Derek La Ferla
Non-Executive Chairman



Karl Simich
Managing Director & CEO



Paul Hallam
Non-Executive Director



Sally Langer
Non-Executive Director



Jenn Morris OAM
Non-Executive Director



John Richards
Non-Executive Director



Dr Roric Smith
Non-Executive Director

Core Executive Team



Jason Grace
Chief Operating Officer



Karl Simich
Managing Director, CEO & Founder



Matt Fitzgerald
Chief Financial Officer

Decentralised In-Country Management Structure



Audra Walsh
Spain Country Head



Dale Burgess
Botswana Country Head



Rob Scargill
CEO of Sandfire Resources America



Greg Peden
DeGrussa GM Operations

Other Sandfire Senior Management



Victoria Twiss
Head of Legal & Procurement and General Counsel



Julian Hanna
Director EMEA Growth & External Affairs



David Wilson
Head of Business Development and Technical Services



Ian Kerr
Motheo Project Director



Samantha Masters
Head of HSEC



Richard Holmes
Head of Exploration



Ben Crowley
Head of Investor Relations

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Sandfire Aligned Commitment to ESG

Sandfire and MATSA values are aligned to safeguarding people and contributing to sustainable development

Alignment of values is a gating threshold for any Sandfire investment – MATSA's commitment to HSE underpinned the decision to acquire MATSA

MATSA has established a detailed sustainability framework with underlying values aligned to Sandfire

Both Sandfire and MATSA are strongly aligned on contributing to sustainable development

Sandfire will continue to strengthen MATSA's existing focus on safety improvement







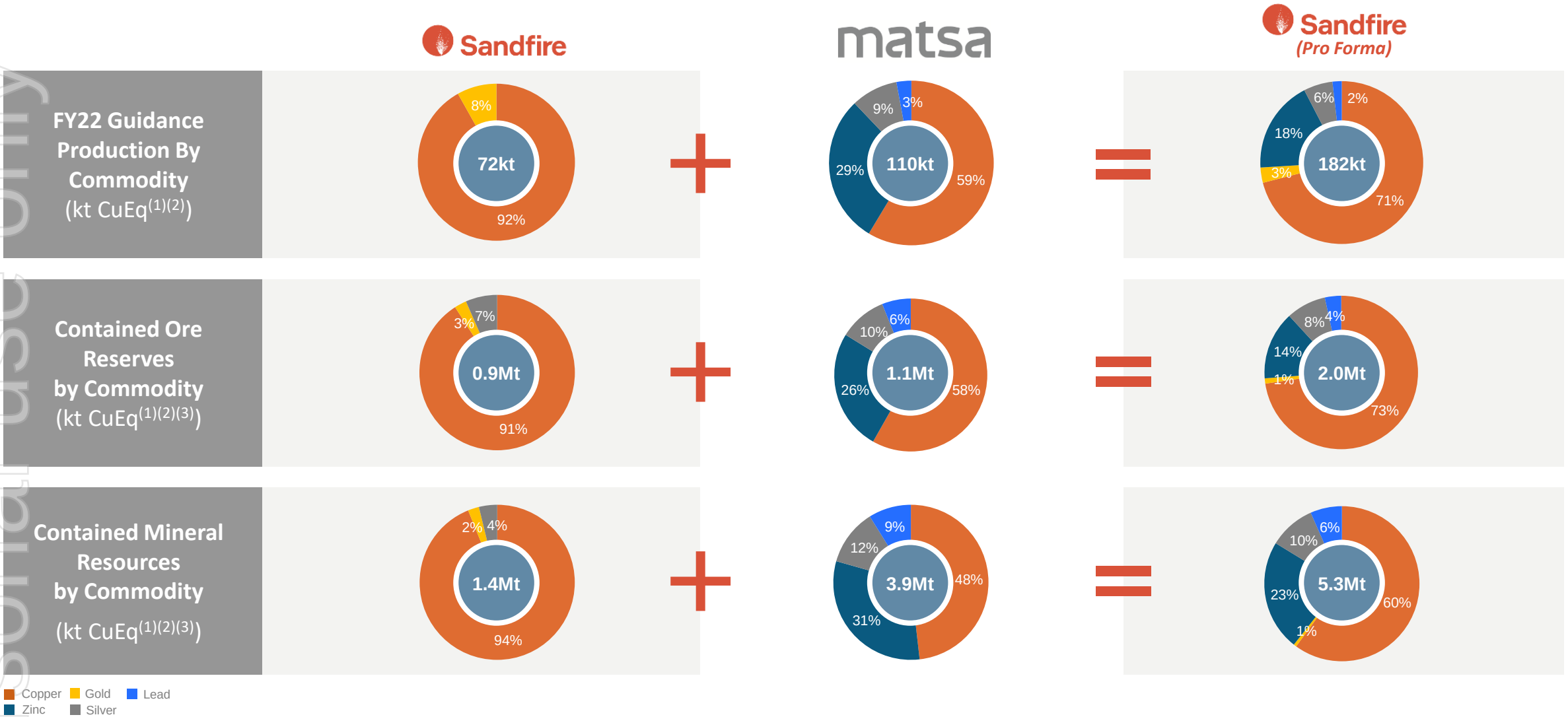


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Sandfire Diversified Product Mix Post Transaction

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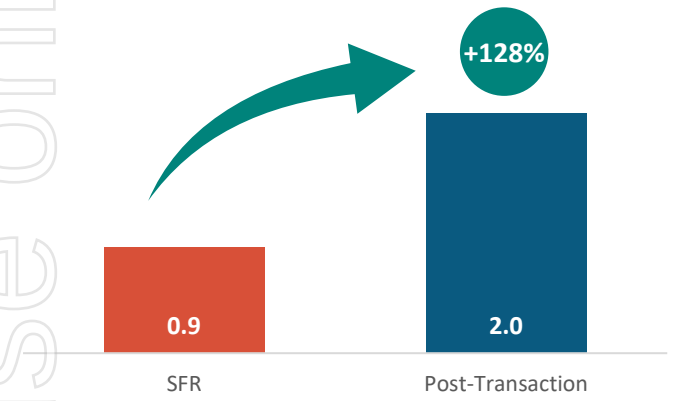


Notes: (1) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (2) Based on mid-point of DeGrussa guidance and MATSA guidance assuming full year of production for illustration purposes – Sandfire is expected to complete the acquisition in the March 2022 quarter; (3) Refer to Appendix C for details on Mineral Resources and Ore Reserves.

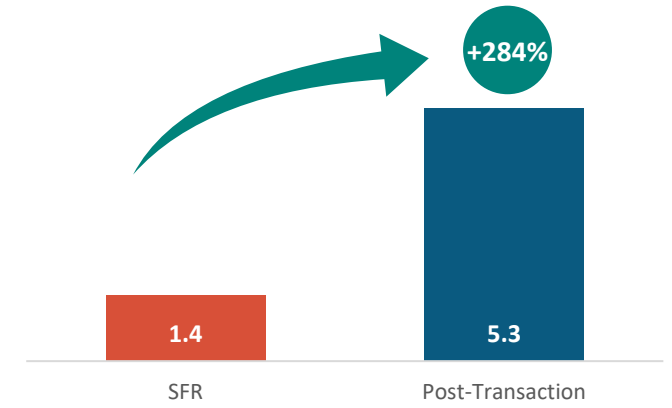
Sandfire Pro Forma Transaction Impact on Sandfire

The acquisition of MATSA is expected to be accretive to Sandfire's Reserves, Resources, production, and CuEq grades, whilst also reduce C1 cash costs

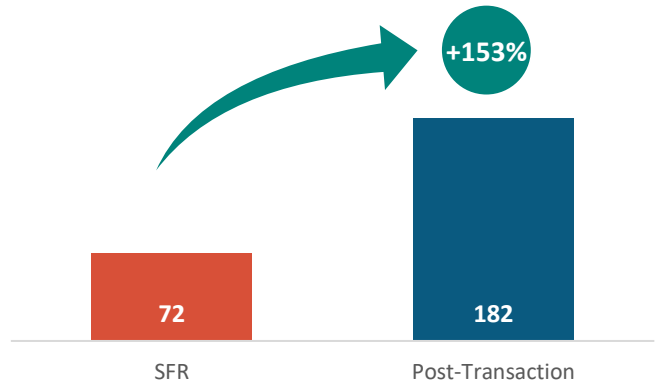
Reserves (Mt CuEq)(2)



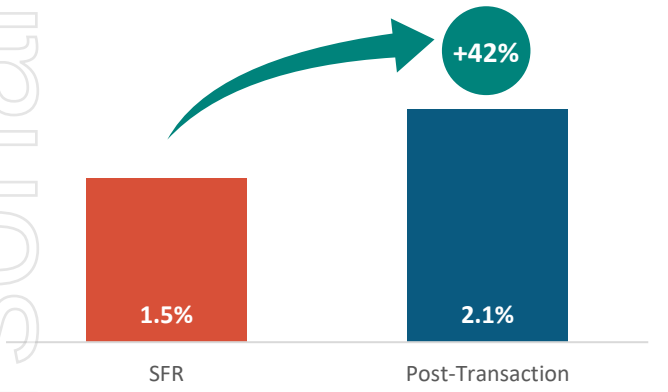
Resource (Mt CuEq)(2)



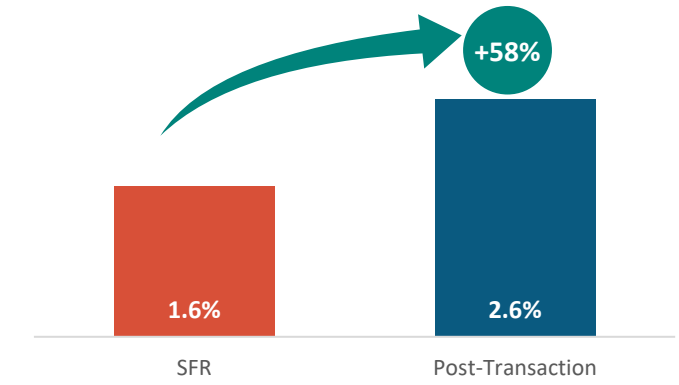
FY22 Production Guidance (Mt CuEq)(1)(2)



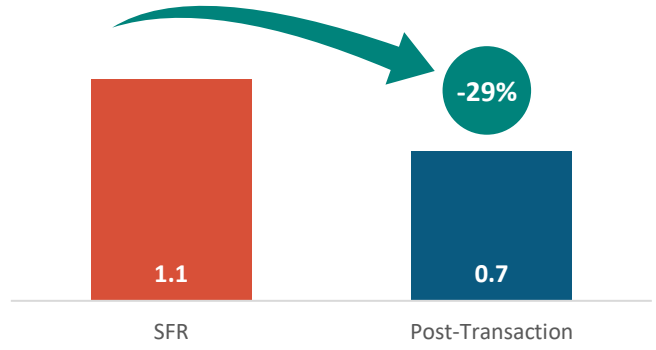
Reserve Grade (CuEq %)(2)



Resource Grade (CuEq %)(2)



C1 cash cost (US$/lb)(1)(3)



Notes: (1) Post-transaction based on mid-point of DeGrussa guidance and MATSA guidance assuming full year of production for illustration purposes – Sandfire is expected to complete the acquisition in the March 2022 quarter; (2) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (3) C1 cash cost position net of by-product credits.

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Sandfire

6

SANDFIRE:

A NEW GLOBAL LEADER IN COPPER



"With illustrative pro forma production of 170-194kt copper equivalent in FY22, Sandfire is transformed into one of the largest primary copper producers on the ASX. Transaction also leverages our growth pipeline, putting us in a strong position to achieve our long-term sustainable production target of 150-200ktpa copper equivalent"

– Sandfire CEO Karl Simich

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Sandfire MATSA - an Exceptional Platform for Growth

1 A rare cornerstone copper asset

- **Long-life, world-class, large-scale 4.7Mtpa copper mining complex in the Iberian Pyrite Belt** of south-west Spain
- Production of 104kt CuEq(4) in FY21 at C1 US$0.56/lb(1), rising to **100-120kt CuEq at C1 US$0.40-0.50/lb in FY22**(1)
- **~12 years of Resources (122Mt @ 3.2% CuEq)**(2) and 6-year reserve life (36Mt at 3.1% CuEq) and

2 Transformational acquisition

- Robust asset with **strong cash-flows immediately transforms Sandfire** into one of the ASX's largest copper focussed producers, with forecast pro forma FY22 production of 170-194kt CuEq and exceptional organic growth potential(3)(4)
- **Positions Sandfire favourably against leading global peers with outstanding potential for further re-rating** due to enhanced scale, liquidity and market relevance

3 On-strategy 'plug-and-play' opportunity

- **MATSA has a highly experienced in-country management team** with a proven track record, led by CEO Audra Walsh, a former senior Barrick and Newmont executive
- Excellent strategic fit aligned to Sandfire's capability and skillset, particularly in volcanogenic massive sulphide deposits
- **All permits in place for MATSA's operating mines** – established and transparent permitting process

4 Enhances existing growth pipeline

- **Enhances Sandfire's existing growth pipeline, providing an accelerated pathway to achieve the company's strategic production target of 150-200ktpa CuEq**
- Acquisition funded through a combination of cash, debt and equity with balance sheet flexibility retained for current Motheo development in Botswana

5 Leverage to 'forward facing' metals thematic

- **Transforms Sandfire into a leading global producer of "future-facing" metals** with strong leverage to the accelerating decarbonisation of the world economy

Notes: (1) C1 cash cost position net of by-product credits; (2) Refer to Appendix C for details on Mineral Resources and Ore Reserves; (3) Based on DeGrussa guidance and MATSA guidance assuming full year of production for illustration purposes – Sandfire is expected to complete the acquisition in the March 2022 quarter; (4) Based on realised pricing for actuals and broker consensus forecast pricing.

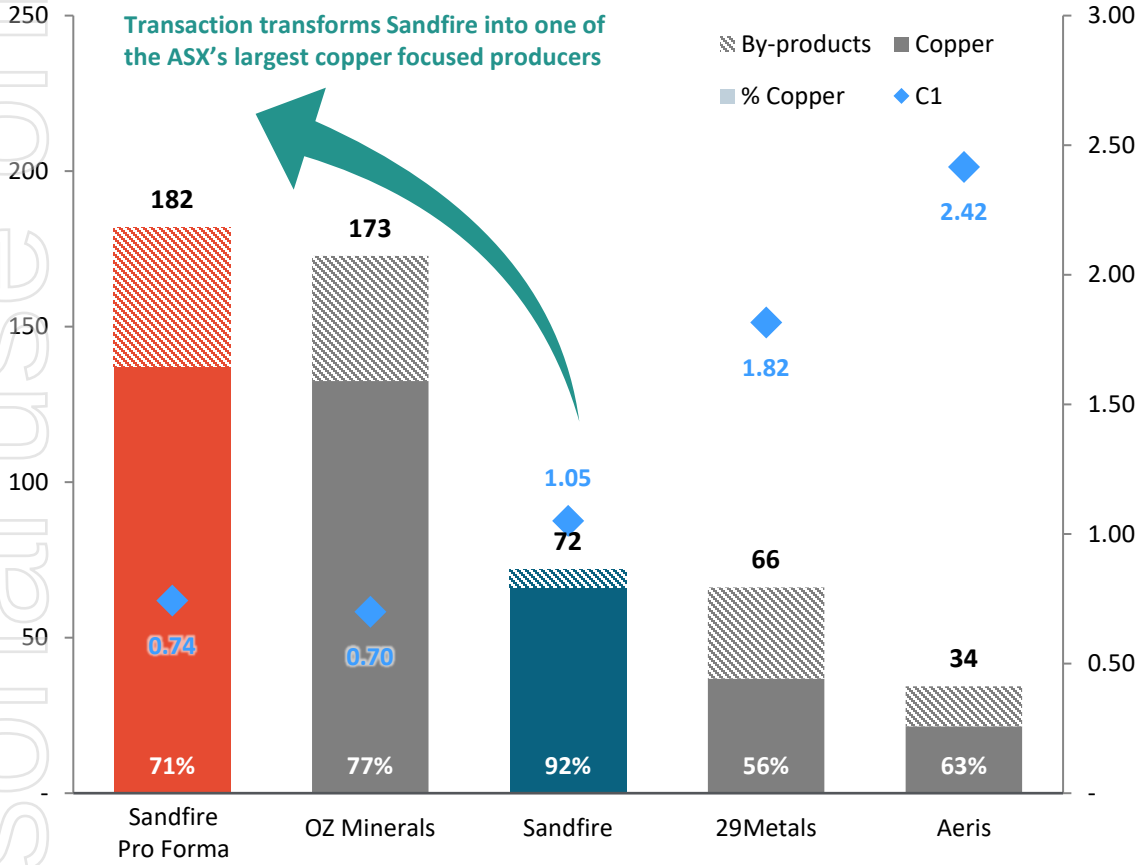
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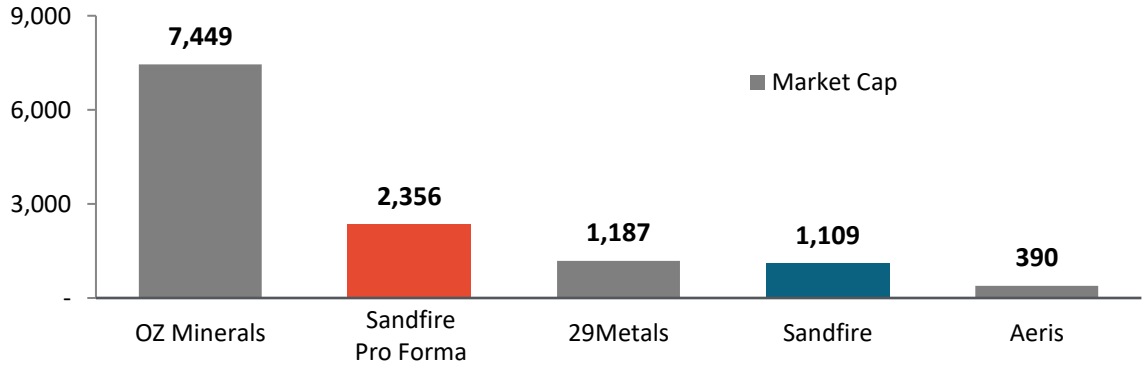
Sandfire Creates one of the Largest Copper Producers on the ASX

Positions Sandfire to achieve its long term sustainable production target of 150-200ktpa CuEq

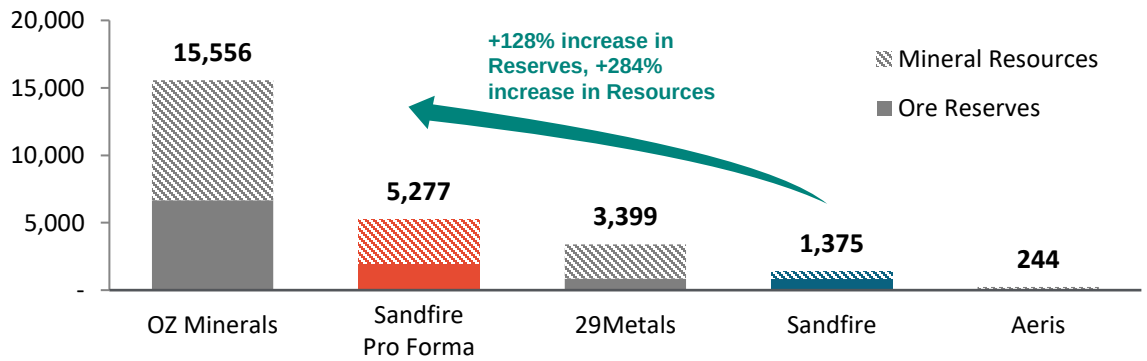
FY22F production (LHS, kt CuEq) and C1 (RHS, US$/lb)(1)(2)(3)(4)



Market capitalisation (A$M)(5)(6)



Mineral Resources and Ore Reserves (Mt CuEq)(1)



Notes: Sourced from Company Announcements (1) CuEq based on realised pricing for actuals and broker consensus forecast pricing, consisting of long-term real prices detailed on page 6; (2) Mid-point of FY22 guidance for Sandfire (170-194kt CuEq production at a MATSA C1 cost of US$0.4-0.5/lb and DeGrussa C1 guidance US$1.0-1.1/lb – full year weighted average of US$0.72-0.77/lb) and Aeris, mid-point of CY21 guidance for OZ Minerals and 29Metals; (3) Copper C1 shown for Aeris, converted to US$ based on Investor Presentation's defined AUD/USD exchange rate of 0.725; (4) Based on DeGrussa guidance and MATSA guidance assuming full year of production for illustration purposes – Sandfire is expected to complete the acquisition in the March 2022 quarter; (5) Market capitalisation as at 22 September 2021; (6) Sandfire pro forma capitalisation detailed on page 31.

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Sandfire

A

MATSA OVERVIEW



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Sandfire MATSA Overview

Asset Overview (100% basis)

Location	Southern Spain (close to major towns, Huelva 85km and Seville 130km)
Mine Type	Three underground mining operations using a combination of longitudinal and traverse long-hole open stoping
Property	43 exploitation concessions covering 53.3km^2
Plant Capacity	4.7Mtpa throughput capacity via central processing facility (treats both cupriferous and polymetallic ore)
Operating life	Visibility on ~12 years of production from resources (6-year Reserve life), plus significant potential for extended mine life from near-term growth opportunities

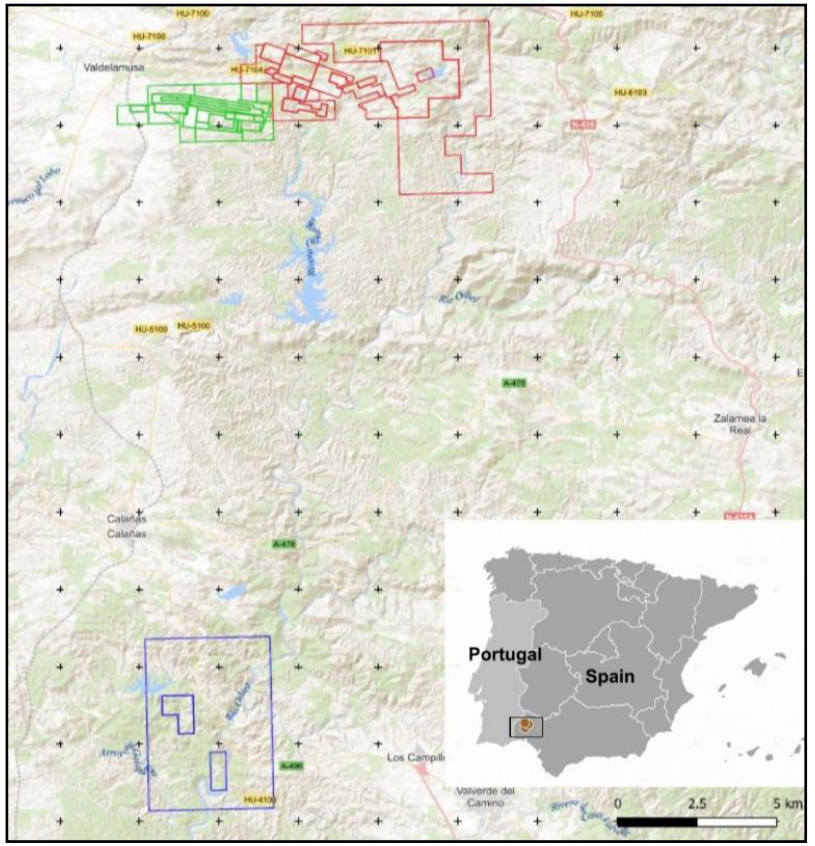
Mineral Resources (31 December 2019)[1][2]

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	CuEq (%)	CuEq (kt)
Aguas Teñidas	46.7	1.4%	3.3%	1.0%	44.0	3.1%	1,432
Magdalena	27.9	2.6%	0.8%	0.8%	43.4	4.1%	1,147
Sotiel	47.2	1.0%	3.4%	1.5%	43.3	2.8%	1,325
Total	**121.8**	**1.5%**	**3.3%**	**1.1%**	**43.6**	**3.2%**	**3,902**

Ore Reserves (30 December 2019)[1][2]

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	CuEq (%)	CuEq (kt)
Aguas Teñidas	14.5	1.3%	2.8%	0.8%	35.4	2.7%	384
Magdalena	18.1	2.3%	2.5%	0.7%	36.8	3.5%	634
Sotiel	3.4	1.5%	2.3%	1.0%	38.4	2.7%	93
Total	**35.9**	**1.8%**	**2.6%**	**0.8%**	**36.4**	**3.1%**	**1,113**

MATSA Mining Licences (covers 53.3km^2)



Aguas Teñidas licence | Magdalena licence | Sotiel licence

Notes: (1) Refer to Appendix C for details on Mineral Resources and Ore Reserves; (2) CuEq assumes long-term real prices detailed on page 6.

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Sandfire History of MATSA

Established producing mining complex with a proven operating history that has transitioned into a stable optimisation phase with >US$1.7bn of capital invested since 2005(1)

Exploration interest in the Iberian Pyrite Belt was renewed in the area following the Neves Corvo discovery in 1977 – the Aguas Teñidas discovery was made shortly after

Entered a period of project optimisation

Aguas Teñidas discovery — 1980s

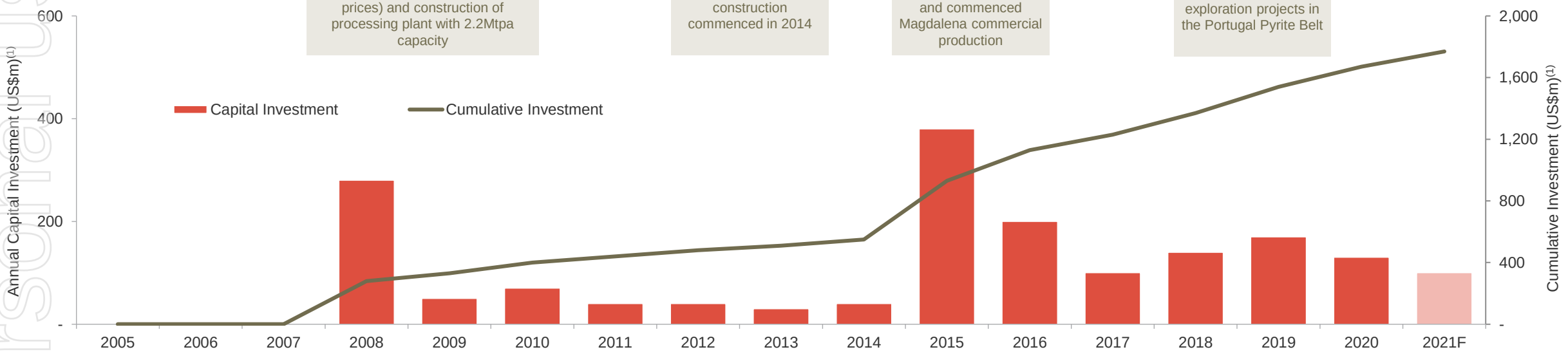
Production restart — 2008
Restart of Aguas Teñidas (original mining by Billiton in 1980s and was shutdown in 2001 due to low metal prices) and construction of processing plant with 2.2Mtpa capacity

Magdalena discovery — 2013
Magdalena discovery following a VTEM survey in late 2011 – construction commenced in 2014

Plant expansion — 2015
Plant expansion from 2.2Mtpa to 4.4Mtpa throughput capacity and commenced Magdalena commercial production

JV opportunities — 2019
Formation of JV between MATSA and Avrupa Minerals for exploration projects in the Portugal Pyrite Belt

Sandfire acquisition — 2021



Notes: (1): Unaudited management estimates, as at December 2020.

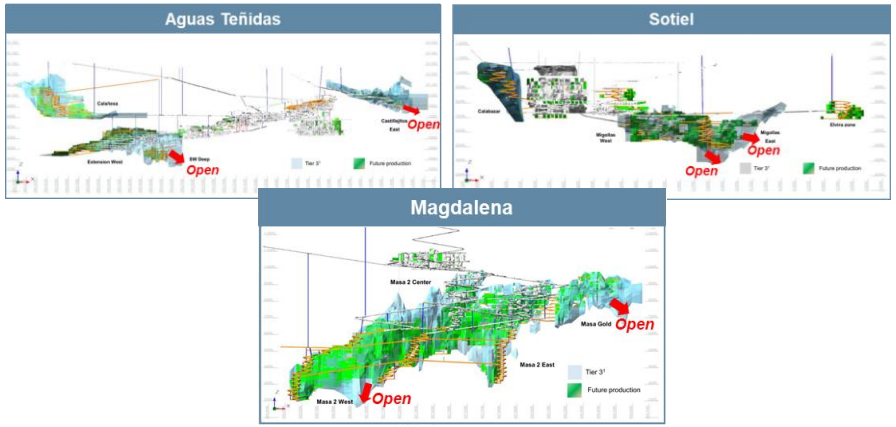
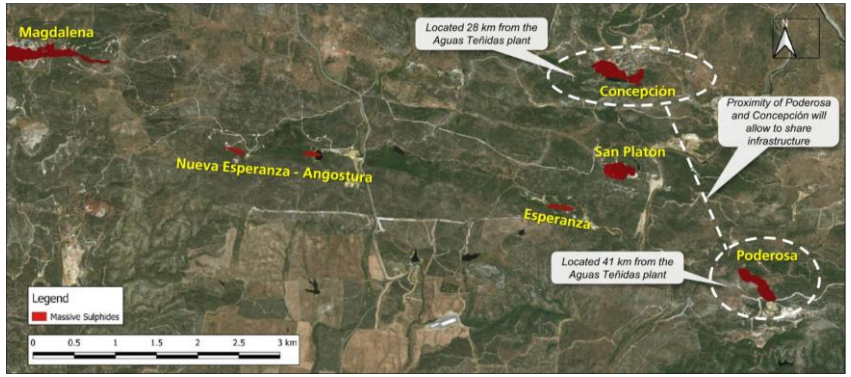
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Sandfire MATSA Mine Life Extension Potential

Significant mine life extension potential at existing ore bodies and highly prospective near-mine exploration targets

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	Local Targets	Regional Targets
Focus	Reserve replenishment and upgrade resource classification and expansions	Several high-priority targets identified, with a longer list of early stage conceptual targets
Key targets	Existing mines (Aguas Teñidas, Magdalena, Sotiel)	Regional targets (Poderosa and Concepción which are in proximity to the processing plant allowing for shared infrastructure) plus other regional targets
2021/2022 program	86,900m of infill drilling and step-out drilling will be performed at the three mines	27,400m drilling advanced priority targets + 22,000m of drilling greenfield targets in Spain planning drilling in 2021/2022
Illustrative targets		

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Sandfire MATSA's Exploration Programme has Proven Success

Combined teams, expertise and modern techniques will significantly enhance exploration success

Established exploration approach

Approach

- Clear and disciplined approach
- Experienced and dedicated exploration team
- Reinvigorated focus on exploration

Team / Technology

- Dedicated brownfield and greenfield exploration team
- Use of modern tools and facilities
- Integrated process with traditional geoscience interpretations and machine learning processes
- Greenfield exploration includes geological mapping, geochemical exploration and regional VTEM(2) mapping alongside resource drilling

Exploration area

- MATSA has mineral rights in exploration extending over ~2,450km^2 in the Iberian Pyrite Belt, comprising:
  - 1,332km^2 fully controlled in Spain
  - 993km^2 fully controlled in Portugal(1)
  - 114.5km^2 in JV with Avrupa Minerals in Portugal

Exploration success: Magdalena discovery

- **Opportunity identified:** VTEM(2) maps showed an anomaly, which was the basis for first exploratory holes in 2013
- **Intensive drilling:** 200km over 2014-15, drill holes guided by resistivity geophysical surveys
- **First production:** 2015

Exploration success: Sotiel expansion

- **Opportunity identified:** old mine with historical development
- **Intensive drilling:** 134km of drilling expanded Sotiel mineral resources 15x, from 3Mt in 2013 to 47Mt in 2020
- **First production:** 2014

Target areas for the next discovery

- **Current targets:** Poderosa, Concepción, regional targets and machine learning generated targets (~50 high priority targets identified)
- **Drilling:** 27,400m drilling advanced priority targets
- Other active discussions around potential JV opportunities in the region and development of Avrupa JV in Portugal

Notes: (1) Plus another 467km^2 is in the permitting process; (2) Versatile time domain electromagnetic.

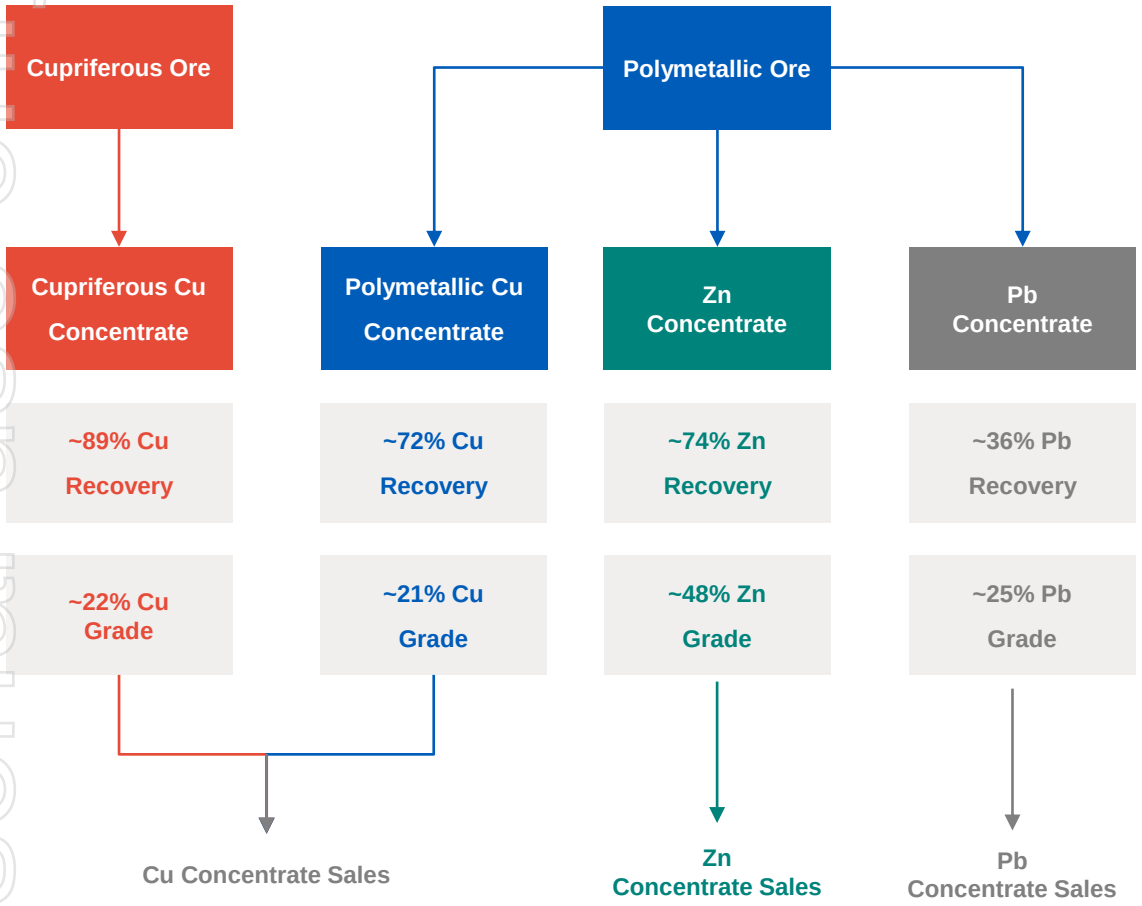
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Sandfire Processing, Transport and Logistics

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Indicative Concentrate Production Profile(1)



- Processing occurs through the three line 4.7Mtpa processing facility at Aguas Teñidas which treats ore separately as follows:
  - Line 1: treats cupriferous ore dominantly
  - Line 2: treats Sotiel polymetallic ore dominantly
  - Line 3: treats Aguas Teñidas and Magdalena blend

  Flexibility in circuit lines to be altered to reach desired production of cupriferous and polymetallic blends
- A small portion of cupriferous and polymetallic concentrates are blended on-site
- Concentrate is trucked via national road to Port of Huelva Impala Terminal using a local concentrator
  - Impala Terminal is a best-in-class facility with storage, blending and export facilities on site
  - The terminal has a capacity of up to 240kt and a footprint of circa 45,000m^2


Impala Terminal, Huelva

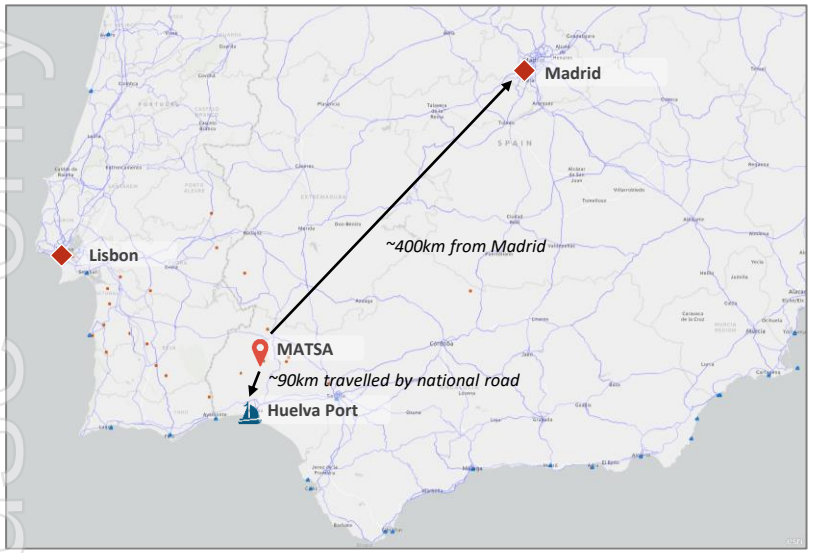

Impala Terminal, Huelva

Notes: (1) Based on FY22F figures.

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Sandfire Established Mining Jurisdiction in Spain

Established local infrastructure and supportive government regime



Key Regulatory Bodies

GOBIERNO DE ESPAÑA
MINISTERIO PARA LA TRANSICIÓN ECOLÓGICA Y EL RETO DEMOGRÁFICO
SECRETARÍA DE ESTADO DE ENERGÍA
DIRECCIÓN GENERAL DE POLITICA ENERGÉTICA Y MINAS

Ministry for the Ecological Transition and of the Demographic Challenge

Directorate General on Energy Policy and Mines

Spanish investment attributes

- MATSA located in the Andalusia region
- One of the most significant metalliferous mining centres in Europe, and home to operations belonging to several of the world's largest mining company's
- Mining friendly jurisdiction with pro-mining administrative
- Well established infrastructure and port capacity
- Long-history of in country mining expertise and highly skilled workforce
- Supportive region of mining project development and exploration
- Well defined regulatory regime for environmental reviews
- Established approval and permitting process

Tax and repatriation

- Investment incentives to encourage exploration and development
- No mineral royalties payable
- Corporate Spanish tax rate of 25%

MATSA permitting

- All key permits in place and held by MATSA
- Process managed by the Regional Government of Andalusia (Junta de Andalucia)

Source: S&P Metals and Mining mapping.

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Sandfire MATSA Community Engagement Program

History of supporting the local community and commitment to social responsibility

- MATSA has a very strong relationship with its local community
- 80% of the workforce are drawn from the area around MATSA in Huelva Province
- Besides employment, MATSA is committed to supporting and collaborating with local communities, implementing different programmes during the year to promote community well-being
- A range of programmes aim to drive economic, social, educational, cultural and heritage development
- In 2020, MATSA donated over €100,000 to local communities
- Management reviews allocation of community expenditure on a regular basis

Key initiatives

MATSA employees

- ✓ Regular on-site training
- ✓ Career development opportunities and management of MATSA talents
- ✓ Programmes for promoting cultural diversity, inclusion and social equality
- ✓ Employee satisfaction survey

Local community

- ✓ Promoting local employment
- ✓ Local and regional development
- ✓ Community programmes e.g. “Ethno-botanical guide” and “Emprende”
- ✓ Social contributions
  - Education of youth
  - Support for disadvantaged groups
  - Promoting safe healthy lifestyles

Select community initiatives



Open doors day programme



Talks and scholarships programme



Mining educational materials for schools



Etho-botanical guide

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Sandfire MATSA Commitment to Leading Safety Practices

Commitment from Sandfire and MATSA to ongoing programs to improve safety systems and culture in response to recent fatalities

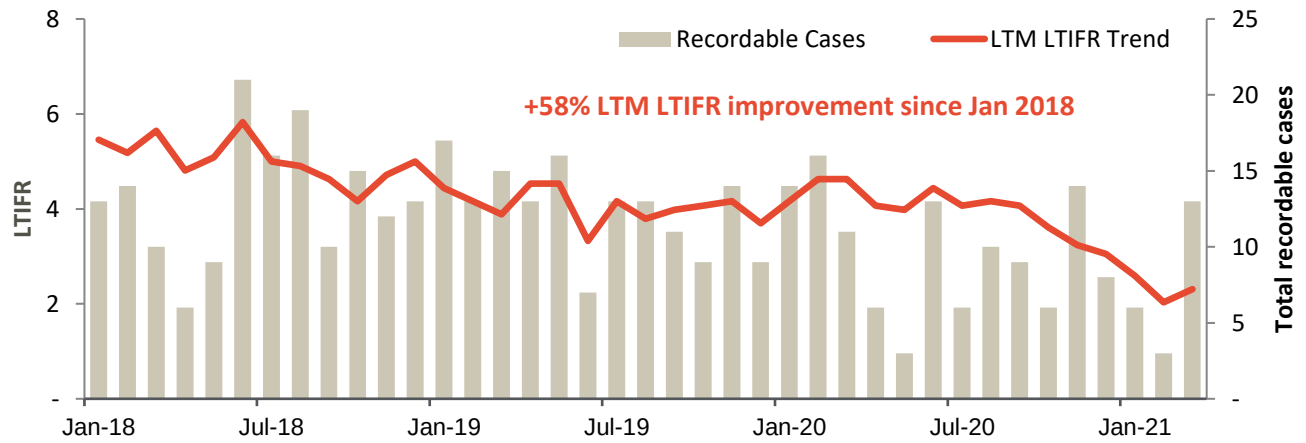
Health and Safety Practices

- Through consultation with industry leading strategic partners, developed and implemented health and safety practices
- Continuous focus on improvement initiatives and enhancement of the safety culture, with results highlighted by +58% decrease in LTM LTIFR since January 2018
- In order to reinforce good safety practices on site, safety awareness-raising campaigns are carried out regularly for all employees
- Safety practices supported by well established reporting procedures for risks, improvements and near-miss accidents
- Three reported fatalities in 2020/2021 are being actively addressed by management with several ongoing initiatives to improve compliance with safety policies

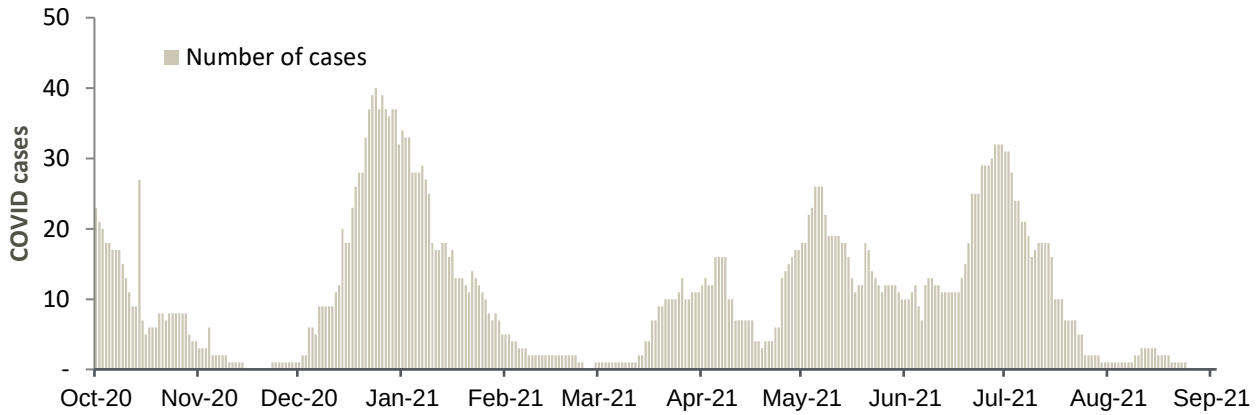
Proactive COVID responses

- Capable of working remotely if required
- Disinfection kits and nebulisation devices made available in common areas
- Strong recommendation for workers and contractors to take preventative measures to reduce transmission
- New schedule to limit contact between workers
- **Spain is ~74% vaccinated**(2) and now operating as life is almost back to normal, business as usual with COVID - MATSA are running vaccinations programs on site

Lost Time Incident Frequency Rate (LTIFR)



MATSA Active COVID cases daily monitoring (as at September 2021)(1)



Notes: (1) Includes MATSA employees and contractors; (2) Reuters as at 22 September 2021

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Sandfire

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SANDFIRE OVERVIEW



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DeGrussa Operations

High-grade, high-margin production in Australia



CUMULATIVE PRODUCTION TO END OF FY2021

over 616,000

TONNES OF CONTAINED COPPER

359,000

OUNCES OF CONTAINED GOLD(1)

$5.0 billion

IN CUMULATIVE SALES REVENUE (TO END FY2021)(1)

$2.6 billion

IN CUMULATIVE OPERATING CASH-FLOW TO END OF FY2021(1)

(prior to exploration and evaluation expenditure)

$259 million

($1.55 PER SHARE) IN CUMULATIVE DIVIDENDS TO SHAREHOLDERS(1)

$812 million

IN CUMULATIVE NET PROFIT AFTER TAX(1)

(attributable to members)

Note: (1) Sourced from FY21 audited financial statements

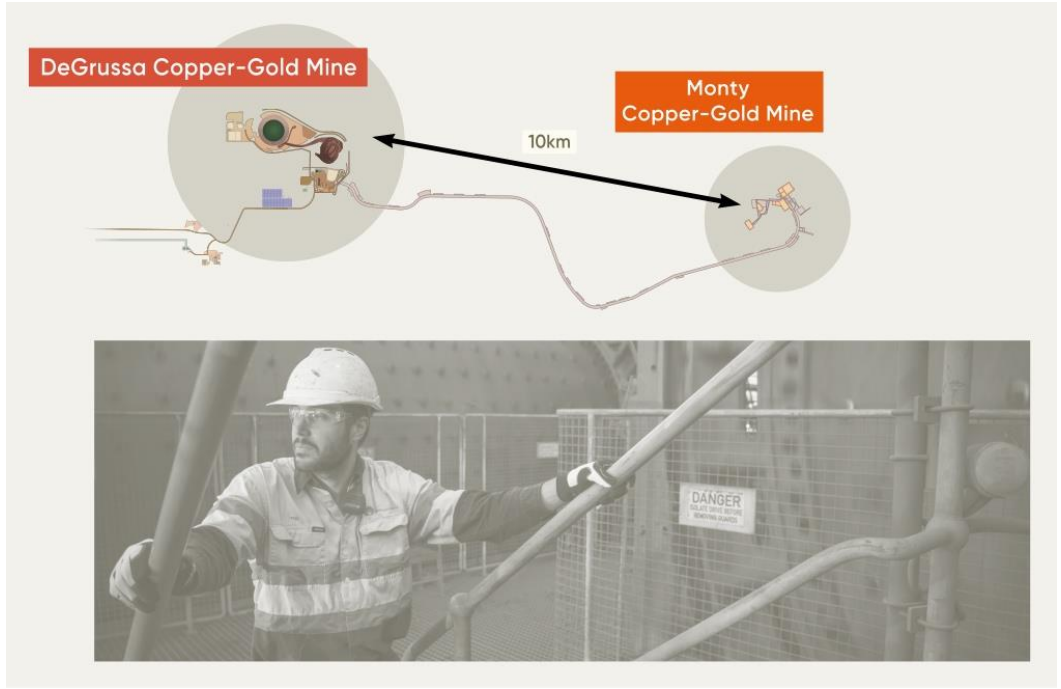
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Sandfire DeGrussa Project Overview

DeGrussa is Sandfire's flagship asset, a world-class copper-gold producing underground mining operation in Western Australia

- The DeGrussa operations are located 900km north-east of Perth and includes both the DeGrussa and Monty Copper-Gold Mines, as well as an on-site 1.5Mtpa concentrator
- Production from the high-grade Monty satellite underground mine (discovered in 2015) commenced in 2019, with ore trucked 14km by road to DeGrussa
- FY2022 guidance of 64-68kt Cu, 30-33koz Au and C1 costs of US$1.00-1.10/lb
- Sandfire also has a 100% interest in the Thaduna/Green Dragon copper exploration project, located 40km east of DeGrussa, potentially providing a future ore feed for the processing plant once DeGrussa and Monty reserves are depleted



PRODUCTION OVERVIEW – Key Figures

Production	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022
Copper (Cu)	64,017t	67,690t	67,154t	68,202t	67,088t	64,918t	69,394t	72,238t	70,845t	64-68,000kt
Gold (Au)	42,679oz	33,893oz	37,386oz	37,612oz	38,623oz	39,273oz	44,455oz	42,263oz	39,459koz	30-33,000koz
C1 Cost (US$/lb)	1.24	1.18	1.09	0.95	0.93	0.93	0.83	0.72	0.81	1.00-1.10

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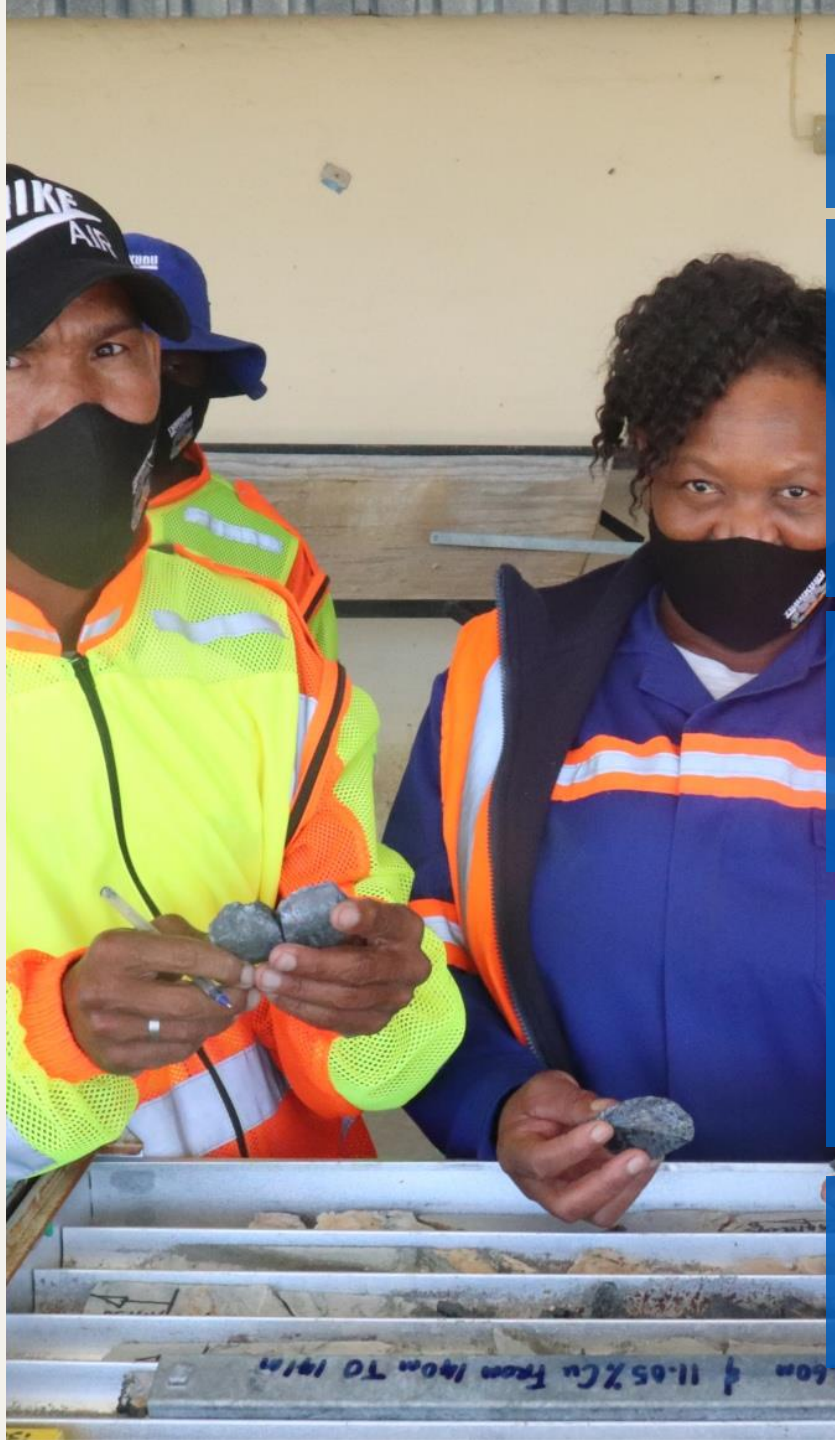
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Sandfire

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Kalahari

Motheo Copper Mine opens an exciting new growth horizon



Expansion PFS

ESTIMATES (SEPTEMBER 2021)

PEAK PRODUCTION OF

60,000

TONNES OF CONTAINED COPPER

US$3.6 billion*

IN LIFE-OF-MINE REVENUE

US$1.24 billion*

IN PRE-TAX FREE CASH-FLOW

$1.32/lb

C1 CASH COST IN FIRST 10 YEARS OF OPERATIONS

US$366 million

CAPITAL COST INCLUDING CONTINGENCY

Q4 FY2023

FIRST CONCENTRATE PRODUCTION (Base Case)

Q1 FY2025

FIRST CONCENTRATE PRODUCTION (Expansion)

*Consensus pricing of US$3.49/lb Cu

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Sandfire Kalahari Overview – Near-term Development Project

Asset Overview (100% basis)

Ownership	100% Sandfire
Location	80km north-east of Ghanzi in Botswana's Kalahari Copper Belt, the #1 rated Mining Jurisdiction in Africa(3)
Mine Type	Four-stage open pit, with satellite deposits to underpin mine-life and throughput expansions
Property	Sandfire's 100%-owned licence holdings in the Kalahari Copper Belt cover 26,645km^2
Plant Capacity	Throughput of 5.2Mtpa
Production	**LOM average:** 55ktpa and peak of 60ktpa Cu,
Operating costs	**LOM average:** C1 unit cost of US$1.32/lb
Operating life	Initial 10.5-year mine life at 5.2Mtpa base case Targeting first production in Q3 FY2023, with production from expanded development commencing in Q1 FY2025
Development capex	US$366m

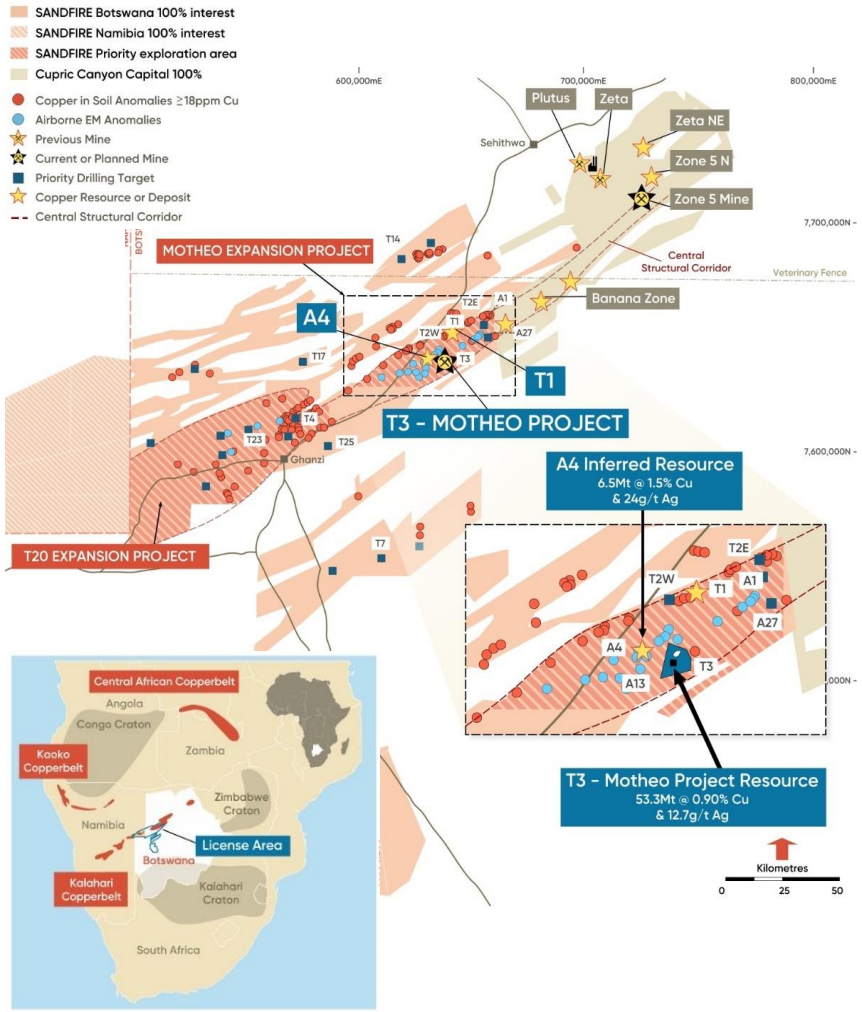
Mineral Resources(1)(2)

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Au (g/t)	Ag (g/t)	CuEq (%)	CuEq (kt)
T3	53.3	0.9%	n/a	n/a	n/a	7.7	1.0%	514
A4	9.8	1.4%	n/a	n/a	n/a	21.6	1.5%	152
Total	**63.1**	**1.0%**	**n/a**	**n/a**	**n/a**	**9.8**	**1.1%**	**666**

Ore Reserves(1)(2)

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Au (g/t)	Ag (g/t)	CuEq (%)	CuEq (kt)
T3	39.9	0.9%	n/a	n/a	n/a	12.6	1.0%	402
A4	9.7	1.2%	n/a	n/a	n/a	18.0	1.3%	129
Total	**49.6**	**1.0%**	**n/a**	**n/a**	**n/a**	**13.1**	**1.1%**	**531**

Motheo position in the Kalahari Copper Belt



Notes: (1) Refer to Appendix C for details on Mineral Resources and Ore Reserves; (2) CuEq assumes long-term real prices detailed on page 6. (3) Fraser Institute Annual Survey.

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Sandfire

Black Butte

Near-term development potential



Initial Feasibility

ESTIMATES (OCTOBER 2020)

AVERAGE ANNUAL PRODUCTION OF

23,000

TONNES OF CONTAINED COPPER METAL

8 YEAR

MINE LIFE BASED ON 1.2MTPA PRODUCTION RATE

FORECAST LOM PRODUCTION OF

189,500

TONNES OF CONTAINED COPPER METAL

A$740 million*

IN PRE-TAX NET CASHFLOW

US$275 million

CAPITAL COST INCLUDING CONTINGENCY

***Definitive feasibility study assumes a copper price of US$3.16/lb Cu, versus Sandfire broker consensus pricing of US$3.43/lb Cu**

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Sandfire Black Butte project overview

- Advanced, high-quality underground copper project in Tier-1 location
- 87% stake in the Black Butte Copper Project via interest in Sandfire Resources America Inc.
- One of the top-10 undeveloped copper projects worldwide by grade (Measured, Indicated and Inferred Resources of 391,000t of contained copper at ~3%)(1)
- Johnny Lee deposit fully-permitted with early project works complete
- Enhancement of Feasibility Study being progressed
- Exploration program underway within the Mining Lease targeting potential extensions and other near-mine opportunities
- Highly encouraging drilling results from the Lowry deposit demonstrates potential upside
- Continuing to respond to and deal with legal challenges
- Aiming to advance towards a project development decision





Note: (1) Refer Sandfire ASX Announcement, dated 30 October 2019. Excludes the Lowry Resource.

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Sandfire

C

JORC RESERVES AND RESOURCES



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Sandfire MATSA Reserves & Resources

Ore Reserves (as at 31 July 2020)[1]

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Cu (kt)	Zn (kt)	Pb (kt)	Ag (koz)	CuEq[5] (kt)
Aguas Teñidas										
Proved	9.7	1.3%	2.7%	0.8%	34.7	126	262	78	10,469	254
Probable	4.8	1.3%	2.9%	0.8%	36.8	62	139	38	5,494	129
Total[3]	**14.5**	**1.3%**	**2.8%**	**0.8%**	**35.4**	**189**	**406**	**116**	**15,965**	**384**
Magdalena										
Proved	6.7	2.4%	3.3%	0.9%	46.4	158	222	61	9,597	267
Probable	11.4	2.1%	2.0%	0.6%	30.7	244	227	64	10,899	359
Total[3]	**18.1**	**2.3%**	**2.5%**	**0.7%**	**36.8**	**408**	**453**	**126**	**20,677**	**634**
Sotiel										
Proved	2.3	1.5%	2.2%	0.9%	38.0	34	50	21	2,663	62
Probable	1.1	1.3%	2.6%	1.1%	39.2	15	29	12	1,377	31
Total[3]	**3.4**	**1.5%**	**2.3%**	**1.0%**	**38.4**	**49**	**79**	**34**	**4,042**	**93**
MATSA Consolidated										
Proved	18.6	1.7%	2.9%	0.8%	39.2	322	534	154	22,698	584
Probable	17.3	1.9%	2.3%	0.7%	33.0	324	397	114	17,775	522
Total[3]	**35.9**	**1.8%**	**2.6%**	**0.8%**	**36.4**	**650**	**934**	**273**	**40,652**	**1,113**

Mineral Resources (as at 31 December 2019)[1][2]

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Cu (kt)	Zn (kt)	Pb (kt)	Ag (koz)	CuEq[5] (kt)
Aguas Teñidas										
Measured	31.9	1.4%	2.8%	0.8%	38.5	433	900	253	39,443	877
Indicated	9.9	1.4%	3.2%	0.9%	41.7	139	314	91	13,258	293
Inferred	4.9	2.1%	6.6%	2.1%	84.5	101	325	101	13,338	261
Total[4]	**46.7**	**1.4%**	**3.3%**	**1.0%**	**44.0**	**673**	**1,539**	**444**	**66,039**	**1,432**
Magdalena										
Measured	8.9	3.5%	5.6%	1.5%	75.0	306	500	134	21,336	550
Indicated	14.0	2.3%	0.5%	0.5%	29.0	319	238	70	13,084	444
Inferred	5.0	2.2%	0.4%	0.4%	27.8	111	81	22	4,489	153
Total[4]	**27.9**	**2.6%**	**0.8%**	**0.8%**	**43.4**	**736**	**818**	**227**	**38,939**	**1,147**
Sotiel										
Measured	21.6	1.0%	3.7%	1.6%	43.2	222	792	339	29,955	629
Indicated	9.6	1.2%	2.9%	1.3%	42.6	117	277	121	13,109	267
Inferred	16.0	0.8%	3.5%	1.6%	43.9	134	557	252	26,622	439
Total[4]	**47.2**	**1.0%**	**3.4%**	**1.5%**	**43.3**	**472**	**1,626**	**717**	**65,686**	**1,325**
MATSA Consolidated										
Measured	62.3	1.5%	3.5%	1.2%	45.3	960	2,192	726	90,763	2,055
Indicated	33.5	1.7%	2.5%	0.8%	36.7	575	828	282	39,451	1,004
Inferred	25.9	1.3%	3.7%	1.4%	48.6	346	963	375	40,449	843
Total[4]	**121.8**	**1.5%**	**3.3%**	**1.1%**	**43.6**	**1,881**	**3,984**	**1,383**	**170,663**	**3,902**

Notes:
(1) Based on SRK JORC Mineral Resource and Ore Reserve Statements, refer to the ASX Announcement for full disclosure statements;
(2) Mineral Resources inclusive of Ore Reserves and are reported on a 100% consolidated basis;
(3) Consolidated Reserves include polymetallic and cupriferous;
(4) Consolidated Resources include polymetallic, cupriferous, and stockwork;
(5) Sandfire CuEq assumes long-term real prices. Refer to details on page 6.

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Sandfire Existing Sandfire Reserves & Resources (cont.)

Ore Reserves

	Tonnes (Mt)	Cu (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Au (koz)	Ag (koz)	CuEq[1] (kt)
DeGrussa & Monty (as at 31 December 2020)								
Proved	2.0	5.2%	1.6	-	103	98	-	121
Probable	0.6	3.0%	1.0	-	18	19	-	22
Total[1]	**2.6**	**4.6%**	**1.5**	**-**	**120**	**118**	**-**	**142**
Black Butte – Johnny Lee (As at 19 October 2020)								
Proved	1.7	3.0%	-	-	53	-	-	53
Probable	5.9	2.4%	-	-	144	-	-	144
Total[1]	**7.7**	**2.6%**	**-**	**-**	**197**	**-**	**-**	**197**
T3 Motheo (as at November 2020)								
Proved	-	-%	-	-	-	-	-	-
Probable	39.9	0.9%	-	12.6	360	-	15,600	402
Total[1]	**39.9**	**0.9%**	**-**	**12.6**	**360**	**-**	**15,600**	**402**
A4 Motheo (As at September 2020)								
Proved	-	-%	-	-	-	-	-	-
Probable	9.7	1.2%	-	18.0	114	-	5,700	129
Total[1]	**9.7**	**1.2%**	**-**	**18.0**	**114**	**-**	**5,700**	**129**
Sandfire Consolidated								
Proved	3.7	4.2%	0.8	-	156	98	-	174
Probable	56.1	1.1%	0.0	12.2	636	19	21,300	696
Grand Total[1]	**59.9**	**1.3%**	**0.1**	**11.4**	**791**	**118**	**21,300**	**870**

Mineral Resources

	Tonnes (Mt)	Cu (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Au (koz)	Ag (koz)	CuEq[1] (kt)
DeGrussa & Monty (as at 31 December 2020)								
Measured	2.1	6.9%	2.3	-	145	150	-	173
Indicated	0.5	2.6%	0.8	-	13	13	-	15
Inferred	0.2	2.5%	1.0	-	5	6	-	6
Total[1]	**2.8**	**5.9%**	**2.0**	**-**	**164**	**170**	**-**	**196**
Black Butte – Johnny Lee (as at 15 October 2019)								
Measured	1.7	3.5%	-	-	60	-	-	60
Indicated	7.7	2.7%	-	-	211	-	-	211
Inferred	2.3	3.0%	-	-	70	-	-	70
Total[1]	**11.8**	**2.9%**	**-**	**-**	**340**	**-**	**-**	**340**
Black Butte – Lowry (as at 15 October 2019)								
Measured	-	-%	-	-	-	-	-	-
Indicated	-	-%	-	-	-	-	-	-
Inferred	7.2	2.4%	-	-	174	-	-	174
Total[1]	**7.2**	**2.4%**	**-**	**-**	**174**	**-**	**-**	**174**
T3 Motheo (As at 15 September 2020)								
Measured	-	-%	-	-	-	-	-	-
Indicated	48.8	0.9%	-	12.9	446	-	19,600	499
Inferred	4.5	0.8%	-	15.0	34	-	2,100	40
Total[1]	**53.3**	**0.9%**	**-**	**7.7**	**480**	**-**	**12,700**	**514**
A4 Motheo (As at 31 December 2020)								
Measured	-	-%	-	-	-	-	-	-
Indicated	9	1.4%	-	22.0	124	-	6,200	141
Inferred	0.9	1.0%	-	15.0	9	-	400	10
Total[1]	**9.8**	**1.4%**	**-**	**21.0**	**134**	**-**	**6,600**	**152**
Sandfire Consolidated								
Measured	3.8	5.3%	1.3	-	205	150	-	233
Indicated	65.9	1.2%	0.0	12.6	794	13	25,800	865
Inferred	15.2	1.9%	0.0	5.3	291	6	2,500	299
Grand Total[1]	**85.0**	**1.5%**	**0.1**	**7.3**	**1,292**	**170**	**19,300**	**1,375**

Notes: (1) CuEq assumes long-term real prices detailed on page 6.

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Sandfire Sandfire Pro forma - Reserves & Resources (cont.)

Ore Reserves

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Zn (kt)	Pb (kt)	Au (koz)	Ag (koz)	CuEq[1] (kt)
Sandfire												
Proved	3.7	4.2%	-%	-%	0.8	-	156	-	-	98	-	174
Probable	56.1	1.1%	-%	-%	0.0	12.2	636	-	-	19	21,300	696
Total[1]	**59.9**	**1.3%**	**-%**	**-%**	**0.1**	**11.4**	**791**	**-**	**-**	**118**	**21,300**	**870**
MATSA[2]												
Proved	13.7	1.8%	0.4%	0.1%	-	14.4	249	50	19	-	6,354	286
Probable	22.3	1.8%	4.0%	1.1%	-	49.6	397	880	251	-	35,487	824
Total[1]	**35.9**	**1.8%**	**2.6%**	**0.8%**	**-**	**36.2**	**646**	**930**	**270**	**-**	**41,841**	**1,110**
Sandfire Pro forma Consolidated												
Proved	17.4	2.3%	0.3%	0.1%	0.2	11.7	405	50	19	98	6,354	460
Probable	78.4	1.3%	1.1%	0.3%	0.0	23.3	1,033	880	251	19	56,787	1,520
Grand Total[1]	**95.8**	**1.5%**	**1.0%**	**0.3%**	**0.0**	**21.2**	**1,437**	**930**	**270**	**118**	**63,141**	**1,980**

Notes: (1) CuEq assumes long-term real prices detailed on page 6; (2) Based on SRK JORC Mineral Resource and Ore Reserve Statements, refer to the ASX Announcement for full disclosure statements.

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Sandfire Sandfire Pro forma - JORC Reserves & Resources (cont.)

Mineral Resources

	Tonnes (Mt)	Cu (%)	Zn (%)	Pb (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Zn (kt)	Pb (kt)	Au (koz)	Ag (koz)	CuEq[1] (kt)
Sandfire												
Measured	3.8	5.3%	-%	-%	1.3	-	205	-	-	150	-	233
Indicated	65.9	1.2%	-%	-%	0.0	12.6	794	-	-	13	25,800	865
Inferred	15.2	1.9%	-%	-%	0.0	5.3	291	-	-	6	2,500	299
Total[1]	**85.0**	**1.5%**	**-%**	**-%**	**0.1**	**7.3**	**1,292**	**-**	**-**	**170**	**19,300**	**1,375**
MATSA[2]												
Measured	62.3	1.5%	3.5%	1.2%	-	45.3	960	2,192	726	-	90,763	2,055
Indicated	33.5	1.7%	2.5%	0.8%	-	36.7	575	828	282	-	39,451	1,004
Inferred	25.9	1.3%	3.7%	1.4%	-	48.6	346	963	375	-	40,449	843
Total[1]	**121.8**	**1.5%**	**3.3%**	**1.1%**	**-**	**43.6**	**1,881**	**3,984**	**1,383**	**-**	**170,663**	**3,902**
Sandfire Pro forma Consolidated												
Measured	66.1	1.8%	3.3%	1.1%	0.1	44.1	1,165	2,192	726	150	90,763	2,288
Indicated	99.4	1.4%	0.8%	0.3%	0.0	21.1	1,369	828	282	13	65,251	1,870
Inferred	41.1	1.6%	2.3%	0.9%	0.0	33.6	637	963	375	6	42,949	1,142
Grand Total[1]	**206.8**	**1.5%**	**1.9%**	**0.7%**	**0.0**	**29.5**	**3,173**	**3,984**	**1,383**	**170**	**189,963**	**5,277**

Notes: (1) CuEq assumes long-term real prices detailed on page 6; (2) Based on SRK JORC Mineral Resource and Ore Reserve Statements, refer to the ASX Announcement for full disclosure statements.

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Sandfire Competent Person's Statements

Competent Person's Statement

MATSA Mineral Resources

The Competent Person who has reviewed the Mineral Resources is Mr Guy Dishaw, P.Geo, who is a full-time employee of and Principal Consultant (Resource Geology) at SRK. Mr Dishaw is a Professional Geoscientist (P. Geo.) registered with the Association of Professional Engineers and Geologists of Saskatchewan, a 'Recognised Overseas Professional Organisation' ("ROPO") included in a list promulgated by the Australian Stock Exchange ("ASX") from time to time. Mr Dishaw has over 20 years' experience in the mining and metals industry and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the JORC Code.

MATSA Mineral Reserves

The Competent Person who has reviewed the Mineral Reserves and the LoMP is Mr Chris Bray, BEng, MAusIMM (CP), who is a full time employee of and Principal Consultant (Mining) at SRK. He is a Member of and Chartered Professional in the Australasian Institute of Mining and Metallurgy, a ROPO. Mr Bray is a Mining Engineer with 20 years' experience in the mining and metals industry, including operational experience in underground base metal and polymetallic mines, and as such qualifies as a Competent Person as defined in the JORC Code. He has also been involved in the reporting of Mineral Reserves on various properties internationally for over 10 years.

A4 Ore Reserve

The information in this release that relates to Open Pit Ore Reserves, is based on information compiled by Mr Jake Fitzsimons who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Fitzsimons is employed by Orelogy Consulting Pty Ltd and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Fitzsimons consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. Refer to ASX Announcement, dated 22 September 2021, titled 'A4 Ore Reserve and Motheo Expansion PFS'.

T3 Ore Reserve

The information in this release that relates to Open Pit Ore Reserves, is based on information compiled by Mr Jake Fitzsimons who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Fitzsimons is employed by Orelogy Consulting Pty Ltd and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Fitzsimons consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. Refer to ASX Announcement, dated 1 December 2020, titled 'T3 (Motheo) Copper-Silver Project, Ore Reserve and Mineral Resource Estimate'.

T3 and A4 Mineral Resource

The information in this release that relates to T3 Mineral Resources is based on information compiled by Mr Callum Browne who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Browne was a permanent employee of Sandfire and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Browne consents to the inclusion in this release of the matters based on his information in the form and context in which it appears.

The information in this release that relates to the A4 Mineral Resource is based on and fairly represents information and supporting documentation prepared by Mr Mark Zammit who is a Member of the Australian Institute of Geoscientists. Mr Zammit is a full time employee of Cube Consulting Pty Ltd. Mr Zammit has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. Mr Zammit consents to the inclusion in this release of the matters based on the information in the form and context in which it appears.

Sandfire Competent Person's Statements

Motheo Expansion Case

The 5.2Mtpa Expansion Case where it relates to A4 and other prospects, is based on the T3 Mineral Resource Estimate and Ore Reserve, the 3.2Mtpa Definitive Feasibility Study completed in December 2020, A4 Mineral Resource Estimate and Ore Reserve and the 5.2Mtpa Pre-Feasibility Study. Refer to "A4 Ore Reserve and Motheo Expansion PFS" announcement on 22 September 2021 for further information.

DeGrussa and Monty Ore Reserve

The information in this presentation that relates to Ore Reserves is based on information compiled by Mr Neil Hastings who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Hastings is a permanent employee of Sandfire and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Hastings consents to the inclusion in the presentation of the matters based on his information in the form and context in which it appears. Refer ASX announcement, dated 17 June 2021, titled 'Degrussa Copper-Gold Mine and Monty Copper-Gold Mine Underground Ore Reserve and Mineral Resource Estimate'.

Johnny Lee Ore Reserve

The information in this presentation that relates to the Johnny Lee Ore Reserve is based on information compiled by Mr Brad Evans (MAusIMM, CP(Mining)). Mr Evans has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resource and Ore Reserve. Mr Evans consents to the inclusion of the matters based on his information in the form and context in which it appears. Refer to ASX announcement, dated 28 October 2020, titled 'Black Butte Copper Project, Ore Reserve and Mineral Resource Estimate'.

DeGrussa, Monty, Motheo and A4 Mineral Resource

The information in this presentation that relates to Mineral Resources is based on information compiled by Mr Callum Browne who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Browne is a permanent employee of Sandfire and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Browne consents to the inclusion in the presentation of the matters based on his information in the form and context in which it appears.

Johnny Lee and Lowry Mineral Resource

The information in this presentation that relates to the Johnny Lee and Lowry Mineral Resources is based on information compiled by Mr Erik Ronald (M. Eng., P.Geo, RM-SME, Principal Resource Geology Consultant, SRK). Mr Ronald has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resource and Ore Reserve. Mr Ronald consents to the inclusion of the matters based on his information in the form and context in which it appears. Refer to ASX announcement, dated 28 October 2020, titled 'Black Butte Copper Project, Ore Reserve and Mineral Resource Estimate'

Exploration and Resource Targets

Any discussion in relation to the potential quantity and grade of Exploration and Resource Targets is only conceptual in nature. While Sandfire is continuing exploration programs aimed at reporting additional JORC compliant Mineral Resources, there has been insufficient exploration to define mineral resources in addition to the current JORC compliant Mineral Resource inventory and it is uncertain if further exploration will result in the determination of additional JORC compliant Mineral Resources.

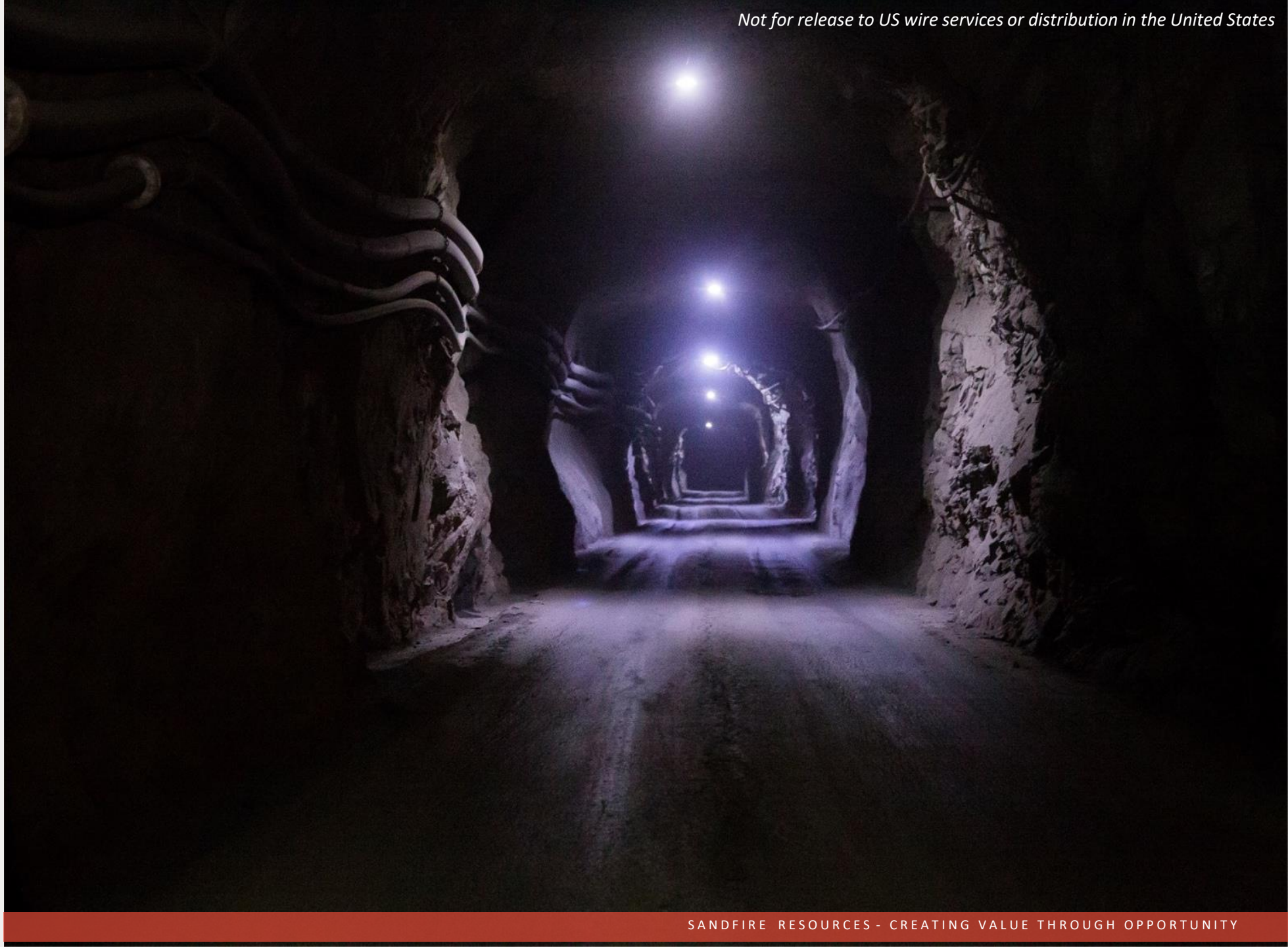
Investor Presentation

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Sandfire

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KEY RISKS



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Sandfire Key Risks

Acquisition Risks

Completion risks

Completion under the agreement to acquire 100% interest in Minas de Aguas Teñidas S.A. which holds the Minas de Aguas Teñidas (**MATSA**) mine (**Transaction**) (**the Acquisition Agreement**) is conditional on (i) Spanish, competition notification, and clearance; and (ii) approval from the relevant foreign investment authority in relation to foreign direct investment, both prior to 31 March 2022. If these conditions precedent are not satisfied, and there is no extension, the Acquisition Agreement may be terminated, and the Transaction will not proceed. Failure to complete the Transaction could have a material adverse effect on the Company and its share price.

Further, if the Transaction does not proceed, the Company will need to consider alternative uses for the funds, including, but not limited to, a return of capital, balance sheet management, working capital and/ or alternative investment opportunities. If the Company elects to use the proceeds of the Offer for an alternative purpose, the return on investment may ultimately be less than if the proceeds had been used for the Transaction. Sandfire has agreed to pay a US$300 million deposit to an escrow agent. US$100 million will be paid to the Vendors on signing the SPA and US$200 million will be paid 10 business days later. In the event of Sandfire's fails to complete the transaction (excluding due to failure to receive the FDI or antitrust merger approval or the accepted termination events), Sandfire would forfeit US$100 million to the Vendors. It has also been agreed that Sandfire forfeiting the deposit is not the sole remedy available to the Vendors in these circumstances.

Due diligence risks and reliance on information provided

The Company undertook due diligence investigations in respect of the Transaction. While the Company considers that this review was adequate in the circumstances, the information reviewed was largely provided by the Vendors (or on the Vendors behalf). Consequently, the Company has not been able to verify the accuracy, reliability or completeness of all of the information which was provided to it against independent data. There is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Transaction have been identified or appropriately dealt with, therefore there is a risk that unforeseen issues and risks may arise which may also have a material adverse impact on the Company. While certain contractual representations and warranties are included in the Acquisition Agreement, contractual remedies may be limited or not ultimately available.

In addition, the Company has prepared (and made assumptions in the preparation of) the financial and other information relating to the Transaction included in this presentation in reliance on information provided by the Vendors. If any of the information relied on by the Company proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of the Company may be materially different to the financial position and performance reflected in this Presentation.

Equity funding risk

The Company intends to partially fund the Transaction by an underwritten placement and an underwritten accelerated pro-rata non-renounceable entitlement offer of fully paid ordinary shares in the Company. The Company has entered into the Underwriting Agreement with the Underwriters who have agreed to fully underwrite the Offer, subject to certain terms and conditions. If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement (see the announcement released with this presentation). Given the structure of the Offer, in which the Placement and Institutional Entitlement Offer settle before the Retail Entitlement Offer, there is a risk that the Underwriting Agreement may terminate before or after the Placement and Institutional Entitlement Offer have settled.

The Company's obligation to complete the Transaction is not conditional on funding, so if the Underwriting Agreement is terminated, the Company would not be entitled to terminate the agreement in respect of the Transaction and, depending on the amount raised under the Offer, could need to seek alternative funding in a very short timeframe, the availability and terms of which are uncertain and may be less favourable to the Company. If alternative funding was not available, the Company would not be able to complete the Transaction. The underwriting obligations of the Underwriters are subject to customary terms and conditions, including termination rights for the Underwriters in specific circumstances.

Debt funding risk

SFR has entered into new acquisition debt facilities pursuant to which financiers have agreed to provide debt financing for the Transaction on customary terms and conditions subject to entry into full form debt financing documents. If certain events occur (such as failure to negotiate, execute and deliver a facility agreement or a party breaching an applicable law or regulation), the financiers may terminate the debt financing agreement. The conditions precedent to drawdown of the debt financing are customary for acquisition financing of this nature and include that no conditions precedent under the Acquisition Documents have been waived without financier consent. The events of default that apply to the financing are also customary for an acquisition facility of this nature and include non-payment of amount payable on due date, breach of financial covenants, misrepresentations, unlawfulness, material adverse change, insolvency, etc.

Termination of the debt financing agreement would have an adverse impact on SFR's sources of funding for the Transaction. The Company's obligation to complete the Transaction is not conditional on funding so if the debt financing does not proceed, the Company would not be entitled to terminate the Acquisition Agreement in respect of the Transaction and would need to seek alternative funding in a very short timeframe, the availability and terms of which are uncertain and may be less favourable to the Company. If alternative funding was not available, the Company would not be able to complete the Transaction, and if all conditions precedent of the Transaction are satisfied and waived, then Sandfire would forfeit to the Vendors the first US$100M deposit that the SPA requires is placed into escrow shortly following entry into the Transaction Documents. It has been agreed that Sandfire forfeiting the deposit is not the sole remedy available to the Vendors in these circumstances.

Further, if the Transaction occurs, SFR's debt levels will increase. The use of debt financing to partially fund the Transaction means that SFR will be more exposed to risks associated with gearing and higher leverage ratios. In addition, SFR will be more exposed to general risks relating to any refinancing of its debt facilities. It may be difficult for SFR to refinance all or some of these debt facilities and an inability to secure new debt facilities at a similar quantum and cost to existing debt facilities may adversely affect the financial performance of SFR. There is also a risk that institutional shareholders do not agree with the increase in SFR's debt levels and may seek to reduce their shareholding, which may result in a fall in SFR's share price. SFR is required to seek consents from the holders of several financial leases; to the extent these are not obtained, SFR will need to pay those leases out at completion of the Acquisition.

Integrated Research

Sandfire Key Risks (cont.)

Acquisition assumptions may not be achieved

The Company has undertaken financial, tax, legal, commercial and technical analysis on the Transaction in order to determine its bid price in the competitive sale process by the Vendors and determining whether or not to proceed with the Transaction. SFR notes that despite its analysis and best estimate assumptions, the conclusions drawn may not be accurate or realised. To the extent that the actual results achieved upon successful completion of the Transaction are different to those indicated by the Company's analysis, there is a risk that the performance of the Company following the Transaction may be different (including in a materially adverse way) from what is reflected in this Presentation. In addition, there is a risk that the Company may be unable to realise the strategies, operational objectives and benefits set out in this Presentation (in whole or in part) or that they will not materialise, or will not materialise to the extent that the Company anticipates. This may occur for several reasons, including loss of key personnel, expert capability or employee productivity, failure to attract new employees and failure to derive the expected benefits of its strategic growth initiatives. Any failure to meet these strategies, operational objectives and benefits could have an adverse effect on the Company's operational or financial performance, and the return on its investment in the MATSA mine complex.

Future earnings risk

The Company has undertaken financial and commercial analysis of the MATSA mine complex in order to determine its attractiveness to the Company and whether to acquire it. To the extent that the MATSA mine complex does not perform as anticipated there is a risk that the profitability and future earnings of the Company may differ (including in a materially adverse way) from the assessment mentioned in the Presentation. There is also a sole customer risk associated with the existing Life of Mine offtake arrangements.

Acquisition accounting

Following completion of the Transaction, and acquisition of the 100% interest in the MATSA mine complex, the Company will complete a formal fair value assessment of the assets that represent its 100% interest in the MATSA mine complex. The assessment is required to be undertaken within 12 months period after completion of the Transaction. The outcome of this assessment could give rise to potentially materially different values.

Impact of transaction on existing MATSA mine complex arrangements

Some of the MATSA mine complex's services contracts or other commercial arrangements may contain restriction on assignment clauses or similar/other provisions that may be triggered by the Transaction. If the relevant counterparties do not provide the necessary consents or require the Company to enter into a separate deed of assignment and assumption, or if they are able to terminate for convenience, this may have an adverse impact on the Company's operating performance and in turn, the Company's operational or financial performance. For example, if the termination of the applicable arrangements, the suspension of services or supplies under them, or contractual damages or other payments being required of the Vendors.

Similarly, there can be no assurance that there will be no unintended loss of the Vendors operations personnel, including key personnel, leading up to and following the Transaction. If key operations personnel or a significant number of other personnel leave, this could have a material adverse effect on the performance of the Company following completion of the Transaction.

There is a general risk associated with execution of a large transaction and future investment decisions.

Risk of default / counterparty risks

In the event of default by the Vendors as sellers under the Acquisition Agreement, the Company may have certain remedies, such as a right to recover damages for breach. However, the obligations of the Vendors under the Acquistion Agreement are unsecured obligations, which means that, in the unlikely event that the Vendors were to become insolvent, then the Company's rights to enforce those obligations would be those of an unsecured creditor. In addition, if the Transaction completes, the Company may become directly or indirectly liable for liabilities that have been incurred by the Vendors, and in respect of which the warranties and indemnities in favour of the Company under the Acquisition Agreement are not ultimately adequate (in terms of compensating the Company for the financial or other impacts of such liabilities). Such liabilities may have an adverse effect on the Company's operational or financial performance.

Offer Risks

Potential for dilution and control risk

Upon completion of the Offer, the number of Shares in the Company will increase from 178.3M to up to approximately 409.3. This equates to approximately 129.6% of all the issued Shares in the Company immediately following completion of the Offer. This means that to the extent Shareholders do not participate in the Offer their holdings are likely to be diluted by approximately 56% following completion of the Offer.

ASX quotation

A decision by ASX to grant Official Quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the New Shares now offered for subscription. There is no guarantee that ASX will allow trading of New Shares before the Retail Entitlement Offer closes.

Company Risks

Share market conditions

There are risks associated with any investment in securities. Publicly listed securities and, in particular, securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. General factors that may affect the market price of shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

Sandfire Key Risks (cont.)

Share market conditions (cont.)

These factors may materially affect the market price of the Company's Shares, regardless of the Company's performance. The past performance of the Company is not necessarily an indication as to the future performance of the Company.

There can be no guarantee that there will continue to be an active market for the Company's Shares or that the price of the Company's Shares will increase. Neither the Company nor the Company's Board warrants the future performance of the Company or any return on an investment in the Company.

Dividends

The Company does not have an official dividend policy however it has a history of paying dividends. The payment of dividends (if any) by the Company is determined by the Company Board from time to time at its discretion and is dependent upon factors including the profitability and cash flow of the Company's business at the relevant time. Any dividends paid by the Company in the future will be subject to similar considerations. The Company operates in a cyclical sector, in which financial characteristics (such as commodity prices, foreign exchange rates and energy costs) vary and as a result will have an impact on profit and cash flow generation. This may result in variations in the capability of the Company to make dividend payments to shareholders through varying business cycles.

Commodity price volatility

The Company's revenues and cash flows are derived from the sale of copper, silver and gold. The financial performance of the Company will be exposed to fluctuations in the prices of these commodities.

Commodity prices may be influenced by numerous factors and events which are beyond the control of the Company, including supply and demand fundamentals, currency exchange rates, interest rates, general economic, political and regulatory conditions, speculative activities and other factors. These factors may have a positive or negative effect on the Company's product development and production plans and activities, together with the ability to fund those plans and activities. If the prices of precious metals and other minerals drop significantly, the economic prospects of the Company's operating mines and projects could be significantly reduced or rendered uneconomic. There is no assurance that even if commercial quantities of ore are discovered, a profitable market may exist for the sale of the same.

The Company does not have a policy in place to actively take steps to hedge its currency or commodity risks but may from time to time enter into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings, in order to reduce the exposure to fluctuations in copper price during the Quotational period (QP). The hedges are generally in the form of QP hedging via copper swaps to either fix the price of sales at the time of shipment or to reduce the length of the QP, therefore reducing the short and medium term exposure to the market price of metal for completed or imminent shipments. The Company will still be exposed to spot prices for the remainder of its anticipated future production of these and other commodities. Further, there is a potential impact of differential metal prices arising from the move to a lower carbon environment. The Company cannot provide any assurance as to the prices that the Company will achieve for its commodities in the future, or that there will always be a market for products.

Foreign exchange rates

There is risk attached to the fact that the purchase price is payable in a different currency to that raised under the Offer.

The Company is an Australian business that reports in Australian dollars. However, the Company's revenue is derived from the sale of commodities that are typically priced in US dollars, and whilst the majority of its costs as they relate to the DeGrussa and Monty operations are usually denominated in Australian dollars, the Company has exposure on the cost side to US dollars through its global portfolio which includes the Black Butte project in Montana USA and has additional currency exposure including the Botswanan Pula and South African Rand through the Motheo project based in Botswana. Therefore, the Company will be exposed to movements in foreign exchange rates (in particular, the US dollar-to-Australian dollar and Botswanan Pula-to-Australian dollar exchange rate), the impact of which cannot be predicted reliably. From time to time, the Company considers the presentation currency it uses.

The Company may from time to time put in place certain derivative financial instruments in an attempt to mitigate some of its exposure to foreign exchange rates, including forward contracts and the purchase of Australian dollar call options. However, the Company will still be exposed to foreign exchange risk in relation to currency that has not been hedged.

Bribery and corrupt practices

The Company's operations are governed by, and involve interaction with, many levels of government in Australia, the United States of America and Botswana, and potentially Spain. The Company is subject to various anticorruption laws and regulations which prohibit a company and its employees or intermediaries from bribing or making improper payments to foreign officials or other persons to obtain or retain business or gain some other business advantage.

The Company maintains anti-bribery policies, anti-corruption training programmes, codes of conduct, procedures and other safeguards designed to prevent the occurrence of fraud, bribery and corruption. Botswana has the second highest ranking of any sub-Saharan African country in the Transparency International Corruption Perceptions Index for 2020. However, wherever the Company operates it always needs to be aware of the potential risk of fraud, bribery and corruption. Instances of fraud, bribery and corruption, and violations of laws and regulations could have a material adverse effect on the Company's reputation, business, results of operations, financial condition and the price of shares of the Company.

The Company has and will engage a number of consultants and contractors in Botswana in connection with its business operations and, although the Company believes its consultancy agreements are entered into on arm's length commercial terms and seeks appropriate comfort from consultants and contractors, as well as requiring its consultants and contractors to adhere to the highest standards in line with the Company's policies, there is a risk that agents or other persons or representatives acting on behalf of the Company may engage in corrupt activities without the knowledge of the Company.

Sandfire Key Risks (cont)

Operational uncertainty

As with any mining company the Company's assets and mining operations will be subject to uncertainty with respect to (among other things): ore tonnes, mine grade, ground conditions, metallurgical recovery or unanticipated metallurgical issues (which may affect extraction costs), infill resource drilling, mill performance, the level of experience of the workforce, operational environment, funding for development, regulatory changes, accidents and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment, storms, floods, bushfires or other natural disasters. The occurrence of any of these circumstances could result in the Company not realising its operational or development plans, or plans costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on the Company's financial and operational performance.

The speculative nature of resource exploration and development as mining activities will deplete the reserves and resources of the Company, the ability to continually find or replace reserves and resources is important for the ongoing stability of the Company's operations.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

Current activities that may impact on future Mineral Resources include the Grade Control Drilling of the Monty ore body. Infill grade control drilling from underground at reduced spacing provides more accurate information on the geology and mineralisation than provided from surface exploration spaced drilling. This will change the ore body geometry, mineralisation distribution that will inform future Mineral Resource estimates and potentially either confirm or significantly increase or decrease the contained metal in the Mineral Resource and Ore Reserve.

Performance data on the processed grade and metallurgical performance of the mineralisation versus the model is also considered in the Mineral Resource estimation process.

The success of the Company depends on successful exploration and definition of reserves, design and construction of efficient processing facilities, competent operation and management, proficient financial management, access to required development capital (to the extent not able to be funded from cash flow), movement in the price of commodities, securing and maintaining title to the Company's pre-existing exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. Failure in any of these areas will adversely impact the profitability and financial position of the Company. For example, MATSA has a tailings dam which is subject to standard ongoing monitoring; further, there is required permitting and other matters to close out when considering additional capacity beyond that expected for 2026.

The Company has provided production guidance. While the Company considers that this guidance is reasonable, actual future production may vary from the guidance for various reasons, many of which cannot be foreseen and are beyond the control of the Company. These factors may cause the production guidance not to be achieved or to be achieved later than expected, or to be achieved at a higher cost than anticipated.

Further as the Company depletes the Monty and DeGrussa Projects and the respective mine plans ramp down, there is increased risk of the assumptions around remaining production guidance, mine closure and rehabilitation costs changing as circumstances evolve.

There is additional risk concerning the operations of MATSA, including relating to production and export.

Country risk

The Transaction necessarily involves risks associated with expansion into Spain and Portugal markets, including the impact of COVID-19 (discussed below).

Investors should note that developing countries could be subject to rapid change and that the information set out in this document may become outdated relatively quickly. Moreover, financial turmoil in developing countries tends to adversely affect prices in equity markets of other developing countries as investors move their money to more stable, developed markets.

Exploration and development activities may require protracted negotiations with host governments, local governments and communities, local competent authorities, national mining companies and third parties and may be subject to economic, social and political considerations outside of the Company's control, such as the risks of expropriation, nationalisation, renegotiation, forced interruption, suspension of operations, curtailment of sales, forced change or nullification of existing contracts or royalty rates, unenforceability of contractual rights, changing taxation policies or interpretations, adverse changes to laws (whether of general application or otherwise) or the interpretation or enforcement thereof, foreign exchange restrictions, inflation, changing political conditions, the death or incapacitation of political leaders, local currency devaluation, currency controls and foreign governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Any of the factors detailed above or similar factors could have a material adverse effect on the business, results of operations or financial condition of the Company. If disputes arise in connection with operations in developing countries the Company may be subject to the exclusive jurisdiction of foreign courts or foreign arbitration tribunals or may not be successful in subjecting foreign persons, especially foreign ministries and national companies, to the legal jurisdiction of Australia or England and Wales.

The Company cannot guarantee that there will not be regulations imposed on any individual or. Such measures, which would be beyond the Company control, could have a material adverse effect on the Company's business, reputation, results of operations, financial condition and the price of shares of the Company.

Sandfire

Key Risks (cont.)

Financing risks and capital requirements

The Company's capital requirements will depend on a number of factors. Whilst the Company has sufficient funding (based on existing estimates of funding requirements) in relation to its existing operations further financing may be required in the future for all or any of the Company's exploration, development, expansion or ongoing activities.

In the ordinary course of operations and development, the Company will be required to issue financial assurances, particularly insurances and bond/bank guarantee instruments, to secure statutory and environmental performance undertakings and commercial arrangements. The Company's ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position.

Infrastructure, transportation and remoteness of operations

The commodities currently produced and expected to be produced by the Company are and will be required to be transported to customers internationally and in some cases, will require transportation through a neighbouring country. Each stage of the transportation process poses risks, including the initial remoteness of the Company's projects, fuel costs, unexpected delays and accidents could materially impact upon the Company's financial position.

Further, there are risks associated with the availability of adequate trucking, rail and port facilities and the process for obtaining approvals to access these facilities (including the timing and conditions on which access may be granted) or cross state or country borders. If the Company is not able to access the required infrastructure within a certain time period or at a reasonable cost, this could adversely affect the Company's operations and financial performance.

The price of sea freight, smelting and refining charges are market driven and can vary throughout the life of each project. These will also impact on the overall profitability of the Company.

Fluctuations in the price and availability of energy and other resources

Fluctuations in the price and availability of resources required for the operations of the Company, including materials required for operations, water and energy resources such as grid power, diesel, gas and other fossil fuels may materially impact the operations and financial position of the Company. In particular, the Motheo Project is expected to utilise the availability of grid power, the infrastructure for which is currently under construction by the Botswana Power Corporation. Any delay to completion of this infrastructure or interruption to supply once operational will require the Company to rely on self-generated power which may impact the profitability of the Company.

Legal and regulatory risks

There can be no assurance that title to any property interest acquired by the Company or any of its subsidiaries is secured. Although the Company has taken reasonable precautions to ensure that legal title to their properties is properly documented, there can be no assurance that their property interests may not be challenged or impugned. Such property interests may be subject to prior unregistered agreements or transfers or other land claims, and title may be affected by undetected defects and adverse laws and regulations.

In the jurisdictions in which the Company operates, legal rights applicable to mining concessions are different and separate from legal rights applicable to surface lands; accordingly, title holders of mining concessions in such jurisdictions must agree with surface land owners on compensation in respect of mining activities conducted on such land.

The *Native Title Act 1993* (Cth) (**NTA**) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. Native title may impact the Company's operations and future plans. Native title is not generally extinguished by the grant of exploration and mining tenements, as they are not generally considered to be grants of exclusive possession. However, a valid exploration or mining tenement prevails over native title to the extent of any inconsistency for the duration of the title.

There may be areas in relation to tenements which the Company has an existing interest in, or will acquire an interest in the future, over which common law Native Title rights exist, or may be found to exist, which may preclude or delay exploration, development or production activities.

There may be areas in relation to tenements which the Company has an existing interest in, or will acquire an interest in the future, over which common law Native Title rights exist, or may be found to exist, which may preclude or delay exploration, development or production activities.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining and exploration operations.

The definition of an asset according to the International Financial Reporting Standards is "a resource controlled by an entity as a result of past events and from which future economic benefits are expected to flow to the entity". Therefore, if an entity does not have a valid legal tenure to an asset, the definition of an asset is not met, and therefore, the value of the asset in the hands of the entity is deemed to be zero.

Regulatory requirements including exploration and mining permits and licences

The Company's operations are subject to various Federal, State and local laws in the countries in which it operates including Botswana, the United States of America, Australia and potentially Spain. These laws include those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, mine safety and occupational health.

Approvals, licences and permits required to comply with such rules are subject to the discretion of the applicable government officials. The Company will be required to obtain government permits to commence or expand operations, which can be a costly and time-consuming process that can be cross jurisdictional and may involve public hearings and costly undertakings.

Key Risks (cont.)

Regulatory requirements including exploration and mining permits and licences (cont.)

No assurance can be given that the Company will be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation. To the extent such approvals are required and not retained or obtained in a timely manner or at all, the Company may be curtailed or prohibited from continuing or proceeding with production and exploration.

The Company may be subject to legal challenges on the validity of any approvals, licences and permits that may delay or be prohibited from continuing or proceeding with production and exploration. These challenges can be costly and time consuming processes.

Renewal of mining authorisations

The Company cannot guarantee that all or any licences or permits in which it has interests will be renewed. Such renewals are at the discretion of relevant government bodies and ministries in the jurisdiction, and often depends on the Company being successful in obtaining other required statutory approvals for its proposed activities. There is no assurance that such renewals or grants will be granted, nor that they will be granted without different or further conditions attached.

Environment, rehabilitation and restoration

The operations and activities of the Company are subject to the environmental laws and regulations of Australia, Botswana and the United States of America and the other jurisdictions in which the Company may conduct business. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Water management is a key element to manage during the construction phase of Motheo. The Company will attempt to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws and regulations, but there remains residual risk, particularly in relation to acquired projects. For further information on SFR's management of its environmental risks please refer to SFR's latest Annual Report and Financial Reports. This will extend post acquisition to environmental incidents in relation to MATSA, or findings in relation to previous incidents. Forest fires may impact the Company's operations. Forest fires have previously caused a five day shut down of the operations in 2020, and hence there is some risk of a similar event occurring in future. The Company will work to minimise this risk where possible.

Any changes to government regulation or policy relating to climate change, including relating to greenhouse gas emissions or energy intensive assets, may directly or indirectly impact the Company's costs and operational efficiency.

The Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

Export and import regulations

The import and export policies of any jurisdiction in which the Company operates or sells product to may change in the future. As the revenues of the Company depend upon the process of exporting commodities, the profitability and financial position of the Company may be adversely affected by any such adverse import and export regulations. These include formal and informal import and export bans.

Government Ownership Entitlements affecting Mineral Concessions

Pursuant to the *Botswana Mineral and Mines Act*, the Botswana Government has the option to acquire up to a maximum 15% interest in a proposed mine for which a mining licence is issued. The acquisition price is a pro rata share of the total expenditure incurred by the mining company that is directly attributable to the acquisition of the licence, including relevant prospecting expenditure. The Botswana Government also needs to pay its pro rata share of the deemed development cost if they take up their entitlement. At the time of this presentation, the Government of Botswana has not notified the Company of its intention regarding the acquisition of an ownership stake. The potential exercise of the option by the Botswana Government is likely to dilute the value of the Motheo Project attributable to the Company, as the fair market value of the interest is expected to be higher than the historical expenditure.

COVID-19

The outbreak of the coronavirus disease (COVID-19) has had a material effect on global economic markets and the global economic outlook remains uncertain. This has and may continue to have a significant impact on capital markets, supply chains, international travel and trade. In particular, the risk of developing the Tshukudu Project in Botswana is heightened during COVID-19 due to the potential suspension / scaling back of operations, the potential disruption to exploration activities, the potential inability to source supplies and the potential restrictions on travel. Any further governmental measures taken in response to COVID-19 may adversely impact the Company's activities and are likely to be beyond the control of the Company. The Board continues to monitor the impact of COVID-19 closely and have considered the impact of COVID-19 on the Company's strategy. The situation is continually evolving and the consequences are uncertain. For further information on SFR's approach to COVID-19, please refer to SFR's previous public announcements.

Sandfire Resources

Key Risks (cont.)

Accounting

The Company makes estimates and assumptions about its business and revenues concerning the future.

These estimates and assumptions have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, and include:

- trade receivables;
- impairment of assets;
- reserve estimates;
- rehabilitation and restoration costs;
- income tax and recognition of deferred tax assets; and
- fair value measurement.

Any changes in accounting judgements or estimates may have an adverse impact on the Company. There are no current plans for any material changes to judgements or estimates.

Insurance

The Company will endeavour to maintain insurance for the Company within ranges of coverage in accordance with industry practice. However, in certain circumstances, this insurance may not be of a nature or level to provide adequate cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the Company's operating and financial performance and financial position.

Insurance of risks associated with minerals exploration and production (including accidents, pollution and other hazards) is not always available and, where available, the costs can be prohibitive. There is a risk that insurance premiums may increase to a level where the Company considers it is unreasonable or not in its interests to maintain insurance cover to a level of coverage which is in accordance with industry practice. The Company will use reasonable endeavours to insure against the risks it considers appropriate for its needs and circumstances. However, no assurance can be given that the Company will be able to obtain such insurance coverage in the future at reasonable rates or that any coverage it arranges will be adequate and available to cover claims.

Wars, terrorism and natural disasters

Events such as acts of terrorism, civil disturbance or protest, war, political intervention and natural activities such as earthquakes, floods, fires and adverse weather conditions may adversely impact the Company by affecting the market for commodities, the operations of the Company or its suppliers, service providers or customers, or the transport or other infrastructure relating to the operations of the Company. This is increased post Transaction given the MATSA location in Spain and the history of terrorism activity in Southern Europe.

Key personnel and labour

A number of key personnel are important to attaining the business goals of the Company. One or more of these key employees could leave their employment, and this may adversely affect the ability of the Company to conduct its business and, accordingly, affect the financial performance of the Company and the price of the Company Shares. In relation to MATSA, there is a labour risk associated with the status of negotiations of the relevant Collective Bargaining Agreement, which have been impacted by COVID-19, and the CEO has the ability to terminate their contract as a result of the Transaction. The Company intends to negotiate retention, but has confidence in the deep management experience of the MATSA and Sandfire teams' ability to cover any perceived gap.

Recruiting and retaining qualified personnel are important to the success of the Company. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons can be strong, depending on market conditions.

Any disputes with employees (through personal injuries, industrial matters or otherwise) change in labour regulations, or other developments in the area may cause labour disputes, work stoppages or other disruptions in production that could adversely impact the Company.

Mining and exploration companies rely on external contractors or service providers for many of their activities, and as such the failure of any current to proposed contractors, subcontractors or other service providers to perform their contractual obligations may negatively impact the business of the Company.

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Sandfire Key Risks (cont)

Community Relations and Social Licence to Operate

The Company's relationship with the communities in which it operates is important to ensure the future success of its existing operations and the construction and development of its projects. While the Company believes its relationships with the communities in which it operates are strong, there is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations (NGOs), some of which oppose globalization and resource development, are often vocal critics of the mining industry and its practices. Adverse publicity generated by such NGOs or others related to extractive industries generally, or its operations specifically, could have an adverse effect on the Company's reputation or financial condition and may impact its relationship with the communities in which it operates.

Litigation

As at the date of this Presentation, the Company is not aware of any material disputes or litigation being undertaken that have not been disclosed to the market or in the public domain. However, there could be a potential risk of litigation in relation to operations of the MATSA mine and related facilities, including potential civil and criminal proceedings arising out of occupational safety and health and employment practices, hazard prevention, industrial hygiene, immigration, workplace injury and/or fatalities and hazards as a result of such operations. As disclosed, there is litigation on foot regarding the permitting for Black Butte. This may adversely affect the Company's ability to carry out operations or result in concessions that may incur additional costs or be unacceptable to the Company. It is possible that the Company may be involved in other disputes and litigation in the course of its current and future operations. There is a risk that any material or costly dispute or litigation and compensation or damages could materially adversely impact the financial position or performance of the Company.

The Company completed an internal investigation into a water inrush event in relation to DeGrussa in February 2020. As is standard practice, findings are being reviewed by the Department of Mines, Industry Regulation and Safety.

Health, safety and hazardous materials

The potentially hazardous nature of exploration and mining means that health and safety regulations impact the activities of the Company, particularly in respect of acquired projects failing to meet appropriate standards. Any injuries or accidents that occur on a site of operations of the Company could result in legal claims, potential delays or stoppages and other actions that could adversely affect the Company.

The Company notes that the risk of safety incidents in inherently greater during the construction phase of projects. The Company notes there have been historic safety incidents, including fatalities at MATSA.

Risks related to acquisitions and future growth initiatives

The Company regularly identifies and assesses potential opportunities for acquisitions and growth initiatives where it considers the opportunities may create shareholder value. The Company will continue to identify and assess such opportunities. However, while the Company intends to undertake appropriate due diligence to properly assess any such opportunities, benefits expected from investments, acquisitions or growth opportunities may take longer than expected to be achieved, or not be achieved at all, which may have a material adverse impact on the value of the Company.

Other risks

Additional risks and uncertainties not currently known to the Company may also have a material adverse effect on the business of the Company. The information set out above does not purport to be, nor should it be construed as representing, an exhaustive list of the risks affecting the Company.

Global economic conditions

The Company's funding position, financial performance and ability to execute its strategy is impacted by a variety of general global economic, political, social and business conditions. In addition to commodity prices and currency fluctuations, factors that have the potential to impact the Company's business include inflation, interest rates and other general economic factors. Deterioration in any of these conditions could have an adverse impact on the Company.

Domestic and global conditions may affect the value of the Company Shares. General worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, prices of the Company's products, variations in the operating costs and development and sustaining capital expenditure which the Company will require in the future will all impact the value of the shares, some outside of the control of the Company.

Tax risks

Future changes in tax laws in Australia and other jurisdictions in which the Company has activities and investment interests, including changes in interpretation or application of existing laws by the courts or taxation authorities, may affect taxation treatment of the Company securities or the holding or disposal of those securities. The tax consequences for individual investors in the Company will depend on the individual tax profile and circumstances of the investor and all investors should obtain independent taxation advice with respect to their personal position.

Pursuant to the *Income Tax (Amendment) Act 2018*, a new transfer pricing regime came into effect on 1 July 2019 in Botswana.

Offtake Agreements and Throughput Agreement

The Company is renegotiating Amended and Restate Offtake agreements for Lead, Zinc and Copper with Trafigura based on pre-existing arrangements in place between MATSA and Trafigura. The offtake agreements are life of mine and bind all sales from the MATSA mine to Trafigura.

Not for release to US wire services or distribution in the United States

Sandfire

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INTERNATIONAL OFFER RESTRICTIONS



For personal use only

Sandfire International Offer Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal advisor.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax advisor with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Cayman Islands

The Company is not licensed to conduct investment business in the Cayman Islands by the Cayman Islands Monetary Authority and this document does not constitute an offer of securities to the public in the Cayman Islands. No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands or from within the Cayman Islands.

Not for distribution or dissemination

Sandfire International Offer Restrictions (cont.)

European Union

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Japan

The New Shares have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "FIEL") pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Not for distribution

Sandfire International Offer Restrictions (cont.)

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

South Africa

This document does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act 2008 and may not be distributed to the public in South Africa. This document has not been registered with nor approved by the South African Companies and Intellectual Property Commission.

Any offer of New Shares in South Africa will be made by way of a private placement to, and capable of acceptance only by, investors who fall within one of the specified categories listed in section 96(1)(a) of the South African Companies Act.

An entity or person resident in South Africa may not implement participation in the offer unless (i) permitted under the South African Exchange Control Regulations or (ii) a specific approval has been obtained from an authorised foreign exchange dealer in South Africa or the Financial Surveillance Department of the South African Reserve Bank.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Original Signed

Sandfire International Offer Restrictions (cont.)

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority ("SCA") or any other authority in the UAE.

This document may be distributed in the UAE only to "qualified investors" (as defined in the SCA Board of Directors' Chairman Decision No. 37 RM of 2019, as amended) and may not be provided to any person other than the original recipient. No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE.

No offer or invitation to subscribe for New Shares is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Personal use only