

15 September 2020

The Companies Officer
Australian Securities Exchange Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Madam or Sir

RESOLUTIONS UNDER SECTION 249N OF THE CORPORATIONS ACT

In accordance with Listing Rule 3.17A, Fortescue Metals Group Ltd (**Fortescue**) advises that it has received a notice under section 249N of the Corporations Act (**Notice**) seeking to requisition two resolutions for consideration at the Fortescue Annual General Meeting to be held on 11 November 2020 (**AGM**).

The proposed resolutions are set out in Attachment A.

Fortescue respects the important right of shareholders to requisition resolutions, however, as the Notice was received after the applicable cut-off date prescribed under the Corporations Act, the resolutions will not be considered at the AGM.

Fortescue is assessing the validity of the Notice, including whether it complies with the requirements of the Corporations Act. If the Notice is valid, the resolutions will be put to shareholders for consideration at the next occurring general meeting following the AGM in accordance with the Corporations Act.

Fortescue's media statement previously provided in response to the sponsor of the Notice, the Australian Centre for Corporate Responsibility, is set out in Attachment B.

Yours sincerely

Fortescue Metals Group Ltd

Authorised by
Cameron Wilson
Company Secretary

Media contact:
Michael Vaughan, Fivemark Partners
E: mediarelations@fmgl.com.au
M: +61 422 602 720

Investor Relations contact:
Andrew Driscoll, GM Investor Relations
E: investorrelations@fmgl.com.au
P: + 61 8 9230 1647

Attachment A: Proposed resolutions

Resolution 1: special resolution to amend our company's constitution

To amend the constitution to insert a new clause 7.8:

Member resolutions at general meeting

The shareholders in general meeting may by ordinary resolution express an opinion, ask for information, or make a request, about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to an issue of material relevance to the company or the company's business as identified by the company, and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company.

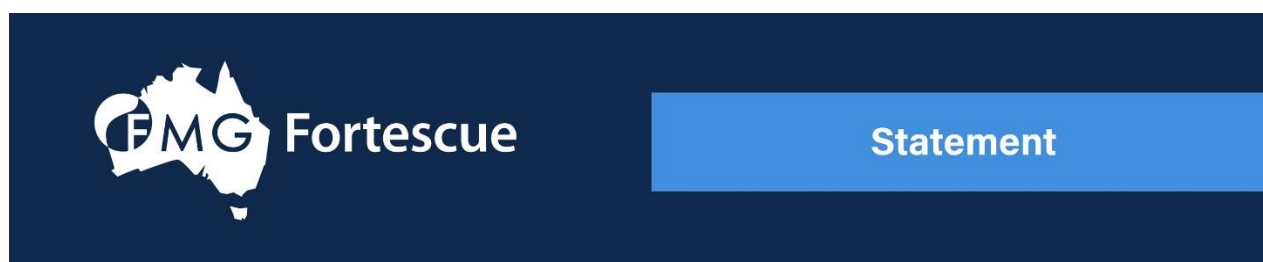
Resolution 2: ordinary resolution on cultural heritage protection

Recognising that legislative review processes are underway in relation to the extent of Indigenous cultural heritage protections in Australia, in order to manage immediate risks to cultural heritage and shareholder value, shareholders recommend that our company take the following interim steps, until such time that relevant laws are strengthened:

- a. adopt a moratorium on undertaking activities which would disturb, destroy or desecrate cultural heritage sites in Australia, to be reviewed annually by the Board;
- b. commit to non-enforcement of any relevant contractual or other provisions that limit the ability of Aboriginal and Torres Strait Islander Traditional Owners to speak publicly about cultural heritage concerns on their land; and
- c. disclose its expectations in relation to any lobbying on cultural heritage issues by any industry association of which it is a member.

Nothing in this resolution should be read as limiting the Board's discretion to take decisions in the best interests of our company.

Attachment B: Fortescue's media statement previously provided in response to the sponsor of the Notice, the Australian Centre for Corporate Responsibility



Fortescue's approach to heritage management

Fortescue's operations provide a unique opportunity to empower Aboriginal people to bring about generational change and since Fortescue was founded, the Company has engaged and collaborated to provide Aboriginal Australians with training, employment and business development opportunities.

Fortescue is proud to be one of Australia's largest employers of Aboriginal people. As at 30 June 2020, 10 per cent of its Australian workforce and 14 per cent of its Pilbara-based workforce are Aboriginal. Fortescue's Vocational Training and Education Centres (VTEC) have provided over 900 jobs to Aboriginal people since VTEC was founded in 2006. The Company is committed to building the capability and capacity of Aboriginal business through the procurement initiative Billion Opportunities, with A\$2.7 billion in contracts awarded to Aboriginal businesses and joint ventures since 2011.

The Company works closely with the Traditional Custodians of the land on which it operates, with the primary objective to work on a cultural heritage avoidance basis. Fortescue's seven Native Title Land Access Agreements, and many dozens of Aboriginal heritage agreements establish detailed processes for the conduct of Aboriginal cultural heritage surveys, consultation, project planning, impact mitigation and negotiation.

Fortescue has worked collaboratively and constructively with Traditional Custodians to avoid and protect nearly 6,000 Aboriginal heritage places. The Company acts with transparency and in good faith at all times. Fortescue does not have heritage 'gag order' clauses in its agreements and Aboriginal groups are free and open to disagree and publicly voice their concerns. Fortescue supports the modernisation of the WA Aboriginal Heritage Act, and has called for an increased voice for Aboriginal people in the process and equitable right of appeal to all parties in the heritage process.

The moratorium, proposed by people unfamiliar with the West Australian mining industry, is not supported by Fortescue as it would disempower local Aboriginal people in the Pilbara and limit the positive contribution the mining industry is making to the State and National economies, at a time when it is needed most.