

**Antofagasta plc**  
**Projects Committee**  
**Terms of Reference**

**(Approved by the Board on 18 August 2015)**

1. The Projects Committee shall comprise Directors of the Company, selected by the Board on the recommendation of the Nomination and Governance Committee, and shall consist of no fewer than three members. The Nomination and Governance Committee shall from time to time review the composition of the Projects Committee. Each Projects Committee member shall be appointed for an initial period of up to three years, which may be extended for two further periods of up to three years each.
2. The Board shall appoint the Chairman of the Projects Committee.
3. The secretary to the Projects Committee may be selected from time to time from among those present at a meeting, but shall otherwise be the Secretary to the Board.
4. Meetings of the Projects Committee shall be held at least twice a year. Accordingly, the secretary to the Projects Committee shall call meetings of the Projects Committee at least twice annually and at any other time(s) on request of any member of the Projects Committee. The secretary shall circulate the papers for Projects Committee meetings in good time before each meeting to allow members of the Projects Committee to properly consider their contents.
5. The quorum for meetings of the Projects Committee is any two of its members.
6. Individuals other than members of the Projects Committee, including officers of the Company and companies of the Group and external advisers, shall attend meetings when requested by the Projects Committee.
7. The duties of the Projects Committee are to review all aspects of projects that require Board approval, highlighting key matters for Board consideration and making recommendations to the Board on projects organisation; policies and strategies related to projects; the appropriate application of ADS framework to all projects; the projects portfolio, its alignment with strategic goals and its potential impact on Group's results; project proposals including economic analysis with appropriate flat-price sensitivities; project milestones; project key indicators, providing guidance when trends indicate deviations, including cost and schedule, from approved plans; project transition from development to operation; and project close-out reports including plans to share lessons learned.
8. The Projects Committee chairman shall report to the Board after each meeting on the matters within the competence of the Projects Committee.
9. The Projects Committee shall prepare a projects report to be included in the Annual Report.

10. The Projects Committee chairman shall attend the Company's annual general meeting to answer any shareholder questions on the committee's activities.
11. The Projects Committee shall review its own performance and terms of reference at least annually, and recommend any changes to the Board.
12. The Projects Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Projects Committee.
13. The Projects Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.
14. The minutes of any meetings of the Projects Committee, to be taken by the secretary, shall be circulated to all members of the Board (excluding such members of the Board who have a conflict of interest in respect of the matters covered by the minutes).