

**[Translation]**

Securities identification code: 5706

June 29, 2017

To the Shareholders:

**Mitsui Mining and Smelting Co., Ltd.**

1-11-1 Osaki, Shinagawa-ku,  
Tokyo 141-8584, Japan

Keiji Nishida  
President and  
Representative Director

**Report on the Resolutions Made at  
the 92nd Annual General Meeting of Shareholders**

Dear Shareholders:

Please find below details of the reports presented and resolutions passed or rejected at the shareholders' meeting held today.

Sincerely,

**Details**

Reports

1. Business Report, Consolidated Financial Statements, and reports from the independent auditor and the Board of Auditors on consolidated financial statements for the 92nd fiscal year (from April 1, 2016, to March 31, 2017)  
In this item, the contents of the above Business Report, Consolidated Financial Statements, and audit results were reported.
2. Reports on financial statements for the 92nd fiscal year (from April 1, 2016, to March 31, 2017)  
In this item, the contents of the above financial statements were reported.

Resolutions

Proposals by the Company: Items 1-4

- |             |   |
|-------------|---|
| First Item  | Appropriation of Retained Earnings<br>The resolution was passed as per the original proposal. Fiscal year-end cash dividends were approved at ¥7.00 per share.  |
| Second Item | Reverse Share Split<br>The resolution was passed as per the original proposal, and it was decided that every ten shares of the Company's common stock will be consolidated into one share with October 1, 2017 as the effective date. |
| Third Item  | Partial amendment of the Articles of Incorporation<br>The resolution was passed as per the original proposal and as follows (Amendments are underlined.):   |

Articles of Incorporation before the amendment	Articles of Incorporation after the amendment
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
Article 2. Objectives	Article 2. Objectives
<p>The objectives of the Company shall be to engage in the following Company Businesses:</p>	<p>The objectives of the Company shall be to engage in the following Company Businesses:</p>
(1) <u>Mining, quarrying and earth and rock removing.</u>	(1) Mining <u>and</u> quarrying.
(2) Smelting, refining, metal processing and resource recycling of nonferrous metals, and plastic.	(2) [Unchanged.]
(3) <u>Manufacture of industrial chemicals, pharmaceuticals, agricultural chemicals, fertilizers, pigments, paints, compressed gas, liquefied gas and other chemicals.</u>	(3) <u>Manufacture of chemicals.</u>
(4) Manufacture of ceramics, grinding wheels, and construction materials <u>in addition to polishing processing for ceramic component materials.</u>	(4) Manufacture of ceramics, grinding wheels, <u>polishing materials and building materials.</u>
(5) <u>Manufacture of parts and materials for electronic machinery.</u>	(5) <u>Manufacture of electronic materials.</u>
(6) Manufacture of battery materials <u>(electrolytic manganese dioxide, hydrogen storage alloy, etc).</u>	(6) Manufacture of battery materials.
(7) Manufacture of electronic applied devices and electric measuring instruments.	(7) [Unchanged.]
(8) <u>Manufacture, assembly, and sale of parts for automobiles and other industrial equipment.</u>	(8) <u>Manufacture</u> of parts for automobiles and other industrial equipment.
(9) Manufacture of metal molds.	(9) [Unchanged.]
(10) Sale, export and import of raw materials and products relating to any of the foregoing items.	(10) [Unchanged.]
(11) <u>Formulate undertake surveys</u>	(11) <u>Undertaking of surveys,</u>

Articles of Incorporation before the amendment	Articles of Incorporation after the amendment
<p><u>related to the development of minerals, geothermal, water and other subterranean resources and provide boring, construction and technological guidance.</u></p>	<p><u>planning, boring and construction related to the development of subterranean resources and provision of technical consulting services.</u></p>
(12) Electricity supply business and geothermal steam and hot water provision.	(12) [Unchanged.]
(13) Transportation business.	(13) [Unchanged.]
(14) Agency, commission agency, brokerage and warehousing business.	(14) [Unchanged.]
(15) Receiving contracts, execution, design and <u>technical guidance for</u> building, civil engineering and other construction works.	(15) Receiving <u>of</u> contracts, execution, design and <u>provision of technical consulting services for</u> building, civil engineering and other construction works.
(16) <u>Investigation, plan, design and technical guidance for machinery and equipment, plants and structures.</u>	(16) <u>Undertaking of surveys, planning, design and construction related to machinery and equipment, plants and structures, and provision of technical consulting services.</u>
(17) Consulting services related to quality control, manufacturing process and distribution systems enhancement.	(17) [Unchanged.]
(18) Environment measurement certification and operational environment measurement businesses and related environment improvement consulting services.	(18) [Unchanged.]
(19) Development, sales and maintenance of information processing devices, systems and computer software and <u>information processing services.</u>	(19) Development, sales and maintenance of information processing devices, systems and computer software, <u>and provision of information processing</u>

Articles of Incorporation before the amendment	Articles of Incorporation after the amendment
<p>(20) <u>Administration, buying and selling, brokerage and lease in connection with real estate.</u></p> <p>(21) Disposal business of industrial and other wastes.</p> <p>(22) Financial business.</p> <p>(23) Business incidental or related to any of the foregoing items.</p>	<p><u>services.</u></p> <p>(20) <u>Real estate business.</u></p> <p>(21) [Unchanged.]</p> <p>(22) [Unchanged.]</p> <p>(23) [Unchanged.]</p>
<p>CHAPTER II SHARES</p> <p>Article 6. Total Number of Shares issuable The total number of shares that may be issued by the Company is <u>1,944,000,000.</u></p> <p>Article 8. Number of Shares Constituting One Unit of Shares <u>One thousand (1,000)</u> shares shall constitute one unit of shares of the Company.</p>	<p>CHAPTER II SHARES</p> <p>Article 6. Total Number of Shares issuable The total number of shares that may be issued by the Company is <u>190,000,000.</u></p> <p>Article 8. Number of Shares Constituting One Unit of Shares <u>One hundred (100)</u> shares shall constitute one unit of shares of the Company.</p>
<p>CHAPTER IV DIRECTORS <u>AND</u> BOARD OF DIRECTORS</p> <p>Article 19. Number The Company shall have not more than <u>twenty-one (21)</u> directors.</p> <p>[<u>Newly added</u>]</p>	<p>CHAPTER IV DIRECTORS, BOARD OF DIRECTORS <u>AND EXECUTIVE OFFICERS</u></p> <p>Article 19. Number The Company shall have not more than <u>eleven (11)</u> directors.</p> <p><u>Article 27. Executive Officers</u> <u>The Board of Directors may appoint Executive Officers by its resolution and have them execute business.</u></p> <p>[<u>Article 27 will become Article 28 and the following articles of Articles of Incorporation before the amendment will be adjusted mutatis mutandis.</u>]</p>
<p>CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</p> <p>Article <u>27.</u> Number The Company shall have not more than <u>seven (7)</u> Corporate Auditors.</p>	<p>CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</p> <p>Article <u>28.</u> Number The Company shall have not more than <u>five (5)</u> Corporate Auditors.</p>

Articles of Incorporation before the amendment	Articles of Incorporation after the amendment
<p data-bbox="252 228 810 286">Article <u>31</u>. Corporate Auditors' Exemption from Responsibility</p> <ol data-bbox="359 291 810 996" style="list-style-type: none"> <li data-bbox="359 291 810 638">1. With regard to the responsibilities in Article 423-1 of the Company Law, the Company's Corporate Auditors (including former Corporate Auditors), in cases when they have acted in good faith and there is no gross negligence in their acts, may by resolution of the Board of Directors be exempted from responsibility up to a limited figure within the scope permitted by law or ordinances.</li> <li data-bbox="359 642 810 996">2. With regard to the responsibilities in Article 423-1 of the Company Law, the <u>Company's Outside Corporate Auditors</u> may conclude contracts with the Company that provide for them to bear responsibility up to a limited figure within the scope permitted by law or ordinances in cases when they have acted in good faith and there is no gross negligence in their acts.</li> </ol> <p data-bbox="263 1064 438 1097"><u>[Newly added]</u></p>	<p data-bbox="831 228 1393 286">Article <u>32</u>. <u>Limitation of Corporate Auditors' Responsibility</u></p> <ol data-bbox="925 291 1393 974" style="list-style-type: none"> <li data-bbox="925 291 1125 324">1. [Unchanged.]</li> <li data-bbox="925 654 1393 974">2. With regard to the responsibilities in Article 423-1 of the Company Law, the <u>Company's Corporate Auditors</u> may conclude contracts with the Company that provide for them to bear responsibility up to a limited figure within the scope permitted by law or ordinances in cases when they have acted in good faith and there is no gross negligence in their acts.</li> </ol> <p data-bbox="831 1070 1125 1104"><u>Supplementary Provision</u></p> <p data-bbox="831 1137 1393 1261"><u>Amendment of Article 6 and Article 8 shall take effect on October 1, 2017 and this supplementary provision will be deleted at the end of that day.</u></p>

Forth Item Election of six (6) Directors  
Six (6) Directors —Keiji Nishida, Takeshi Nou, Isshi Hisaoka, Takashi Oshima, Junya Sato and Morio Matsunaga— were reelected and have assumed office. Please note that Junya Sato and Morio Matsunaga hold the positions of Outside Director.

Proposals by the Shareholder: Items 5-8

Fifth Item Payment of a cash dividend of 20 yen per share of the Company's common stock

Sixth Item Partial amendment of the Articles of Incorporation (Requiring the appointment of two or more Independent Directors)

Seventh Item Partial amendment of the Articles of Incorporation (Establishing and disclosing a provision regarding dialogue with shareholders)

Eighth Item Partial amendment of the Articles of Incorporation (Disclosing the Company policy on the Return on Equity (ROE) target)

Each of the 4 proposals above was rejected.

- End -

At the meeting of the Board of Directors immediately following the close of the shareholders' meeting, Keiji Nishida was appointed to the position of President and Representative Director, and Takeshi Nou was appointed to the position of Representative Director and Managing Director by resolution of the Board of Directors, and they have assumed office.