

STRICTLY CONFIDENTIAL

The Board of Directors
Anglo American plc
20 Carlton House Terrace
London
SW1Y 5AN
England

7 February 2020

Dear Sirs and Madams,

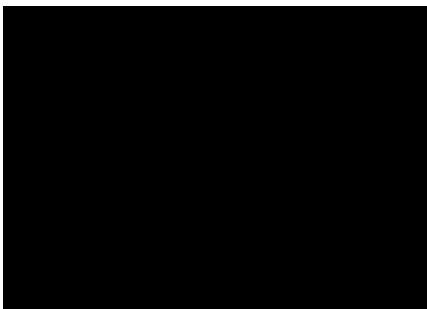
**Recommended cash acquisition for the entire issued share capital of Sirius Minerals Plc (“Sirius”) by
Anglo American Projects UK Limited (“Bidco”) (the “Acquisition”)**

We refer to:

- a. the scheme document of Sirius to be dated 7 February 2020 in connection with the Acquisition (the **“Scheme Document”**), a copy of which is attached hereto; and
- b. the letters (the **“Letters”**) to be sent to the holders of share options and awards, in connection with the Acquisition, under the Share Based Incentive Plan, Company Share Option Plan, Unapproved Share Option Plan and Incentive Option Scheme, each operated by Sirius, copies of which are attached hereto.

In accordance with Rule 23.2 of the City Code on Takeovers and Mergers, we hereby consent to the inclusion in the Scheme Document and the Letters of the references to our name in the form and context in which they appear in the attachments.

Yours faithfully,



for and on behalf of
Merrill Lynch International

T +44 (0)20 7628 1000
www.baml.com

Merrill Lynch International
2 King Edward Street, London EC1A 1HQ

Registered in England (No. 2312079). Registered Office: 2 King Edward Street, London EC1A 1HQ. VAT No. GB 245 1224 93.
Authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.
Member of the London Stock Exchange.