

# SULLIVAN & CROMWELL

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November 23, 2021

The Directors,  
BHP Group Limited,  
Level 18, 171 Collins Street,  
Melbourne VIC 3000.

and

The Directors,  
BHP Group Plc,  
Nova South, 160 Victoria Street,  
London SW1E 5LB.

Re: Project Lily - Consent to be named in Circular and Prospectus

Dear Directors:

We refer to:

- the shareholder circular prepared by BHP Group Limited (CAN 004 028 077) (Limited) and BHP Group Plc (company number 03196209) (Plc) (“**Circular**”); and
- the prospectus prepared by Limited (“**Prospectus**”),

each to be dated on or about December 8, 2021 in relation to the proposed unification of the BHP Group’s dual listed company structure whereby Limited will become the sole parent company of the BHP Group. Unless otherwise defined in this letter, terms defined in the Circular and Prospectus have the same meaning when used in this letter.

Sullivan & Cromwell:

- consents to being named in both the Circular and Prospectus (and any electronic version of each document) in the form and context in which it is named;
- consents to the inclusion of its respective statements (where applicable), and to the references to those statements in the form and context in which they are included in the Circular and Prospectus;
- does not make, or purport to make, any statement in the Circular or Prospectus, other than those statements referred to in this consent (and as consented to by Sullivan & Cromwell);
- has not authorized or caused the issue of the Circular or Prospectus; and
- expressly disclaims and takes no responsibility for any statements in or omissions from the Circular or Prospectus, other than as described above.

This consent will be treated as not having been withdrawn prior to the issue of both the Circular and Prospectus unless Sullivan & Cromwell notifies you in writing of the withdrawal of this consent before that time.

Very truly yours,

