

This is an unofficial translation of the Japanese language original.

Securities Code No. 5713

May 30, 2014

To our shareholders

11-3, Shimbashi 5-chome, Minato-ku, Tokyo

Sumitomo Metal Mining Co., Ltd.

Yoshiaki Nakazato, Representative Director and President

Convocation Notice of the 89th Ordinary General Meeting of Shareholders

Sumitomo Metal Mining Co., Ltd. (the "Company") hereby gives notice of the 89th Ordinary General Meeting of Shareholders (the "Meeting") as outlined below and requests your attendance.

If you are unable to attend the Meeting, you may vote in writing or by an electromagnetic method (via the Internet, etc.). In that case, we cordially request that you examine the attached Reference Documents for Shareholders Meeting and exercise your voting rights.

[Exercise of voting rights in writing]

Please indicate whether for or against the proposals on the enclosed voting form and send it to us to arrive no later than 5:40pm (Japan Time) on Friday, June 20, 2014.

[Exercise of voting rights by an electromagnetic method (via the Internet, etc.)]

Please follow the instructions on page 12 to register your vote either for or against the proposals by 5:40pm (Japan Time) on Friday, June 20, 2014.

1. Date and time: June 23, 2014 (Monday) at 10:00am (Japan Time)
2. Place: Shinagawa Prince Hotel, Prince Hall (Annex Tower, 5F)
10-30, Takanawa 4-chome, Minato-ku, Tokyo
3. Agenda:
Matters for Reporting Report on the contents of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the 89th business year (April 1, 2013 – March 31, 2014) and the results of audits of the Consolidated Financial Statements for the 89th business year by the Accounting Auditor and the Audit & Supervisory Board

Matters for Resolution

Proposal No.1: Appropriation of surplus

Proposal No.2: Election of Eight (8) Directors

Proposal No.3: Election of One (1) Audit & Supervisory Board Member

Proposal No.4: Election of One (1) substitute Audit & Supervisory Board Member

Proposal No.5: Payment of bonuses to Directors

4. Matters concerning the exercise of voting rights

- (1) In the event of having voted multiple times electronically (via the Internet, etc.) or both by PC and by cell phone and the content of the vote, whether for or against, with respect to one proposal differs, the last vote exercised shall prevail.
- (2) In the event of having voted both in writing and electronically (via the Internet, etc.) and the content of the vote, whether for or against, with respect to one proposal differs, the vote exercised electronically shall prevail.

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- * When you attend the meeting, you are kindly requested to present the enclosed voting form to the receptionist. Shareholders may attend the meeting by proxy; provided, however, the proxy is just one person who is another shareholder with voting rights. When a proxy votes on behalf of a shareholder, the proxy must submit a document evidencing the authority of proxy together with the voting form of the shareholder voting by proxy.
- * If any amendments to the Shareholders' Meeting Reference Documents, the Business Report, the Consolidated Financial Statements or Non-Consolidated Financial Statements are made, the notification of the details shall be provided on the Company's website (<http://www.smm.co.jp>).

Reference Documents for Shareholders Meeting

Proposals and Reference Matters

Proposal No.1: Appropriation of surplus

The Company proposes that the appropriation of surplus be made in the following manner.

1. Matters regarding the year-end dividends

The Company considers the appropriate return of profits to shareholders as one of the most important management issues.

Regarding the year-end dividends of surplus for the 89th business year, based on the Company's policy of aiming to achieve a consolidated dividend payout ratio of 25% or more, and in comprehensive consideration of future business development, financial soundness, and financial performance in the 89th business year, the Company proposes to pay a year-end dividend of 20 yen per share as described below. As a result, the total dividend for the 89th business year under review, including an interim dividend of 17 yen, will amount to 37 yen per share.

(1) The kind of the Dividend Property

Cash

(2) The matters regarding the allotment of the Dividend Property to shareholders and the total amount thereof

20 yen per share of common stock of the Company

The Total amount: 11,043,104,860 yen

(3) The day on which the distribution of dividend of surplus will take effect

June 24, 2014

2. Matters regarding appropriation of other surplus

The Company proposes funding of general reserve for future business deployment as indicated below.

(1) The item of surplus showing a decrease, and the amount thereof

Retained earnings brought forward: 40,000,000,000 yen

(2) The item of surplus showing an increase, and the amount thereof

General reserve: 40,000,000,000 yen

Proposal No.2: Election of Eight (8) Directors

The terms of all Directors (Eight (8) Directors) will expire at the close of the Meeting. Therefore, the Company proposes the election of Eight (8) Directors. The candidates for Director are as follows.

(* indicates new candidates)

Candidate No.	Name Date of Birth	Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations	Shareholding in the Company
1	Nobumasa Kemori April 12, 1951	September 1980 Joined the Company July 1998 General Manager of Nickel Refinery, Besshi-Niihama District Div. July 2002 General Manager of Nickel Business Unit, Non-Ferrous Metals Div. June 2004 Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div. June 2006 Director Managing Executive Officer General Manager of Non-Ferrous Metals Div. June 2007 Representative Director (Present Position) President and Director President June 2013 Chairman of the Board (Present Position) Significant concurrent occupations or positions at other organizations President of The Mining and Materials Processing Institute of Japan	40,000 shares

Candidate No.	Name Date of Birth	Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations	Shareholding in the Company
2	Yoshiaki Nakazato May 13, 1953	<p>April 1976 Joined the Company</p> <p>December 1997 General Manager of Administration Dept., Electronics Div.</p> <p>June 2004 General Manager of Corporate Planning Dept.</p> <p>June 2005 Executive Officer</p> <p>June 2006 Director</p> <p>June 2007 General Manager of Affiliated Business Administration Dept.</p> <p>June 2008 Managing Executive Officer General Manager of Advanced Materials Div.</p> <p>October 2008 General Manager of Semiconductor Materials Div.</p> <p>June 2009 Executive Officer General Manager of Advanced Materials Div.</p> <p>June 2010 Managing Executive Officer</p> <p>June 2012 Representative Director (Present Position) Senior Managing Executive Officer</p> <p>June 2013 President and Director (Present Position) President (Present Position)</p>	20,000 shares
3	Takeshi Kubota August 26, 1954	<p>April 1977 Joined the Company</p> <p>June 2004 General Manager of Nickel Business Unit, Non-Ferrous Metal Div.</p> <p>October 2005 General Manager of Nickel Sales & Raw Materials Dept., Non-Ferrous Metals Div.</p> <p>June 2006 Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div.</p> <p>June 2007 General Manager of Non-Ferrous Metals Div.</p> <p>June 2009 Managing Executive Officer</p> <p>June 2010 Director (Present Position)</p> <p>June 2012 Senior Managing Executive Officer (Present Position)</p> <p>Significant concurrent occupations or positions at other organizations Director of NICKEL ASIA CORPORATION Director of Teck Resources Limited</p>	13,000 shares

Candidate No.	Name Date of Birth	Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations	Shareholding in the Company
4	Naoyuki Tsuchida December 6, 1954	<p>August 1985 Joined the Company</p> <p>April 2004 Director and Executive Vice-President of Coral Bay Nickel Corporation</p> <p>June 2006 General Manager of Overseas Projects Dept., Non-Ferrous Metals Div.</p> <p>June 2007 Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div.</p> <p>October 2009 Senior Deputy General Manager of Taganito Project Div.</p> <p>June 2010 Managing Executive Officer General Manager of Taganito Project Div. (Present Position)</p> <p>June 2012 Director (Present Position)</p> <p>April 2013 General Manager of Sierra Gorda Project Div. (Present Position)</p> <p>June 2013 Senior Managing Executive Officer (Present Position)</p>	12,000 shares
5	Mikinobu Ogata July 8, 1954	<p>April 1978 Joined the Company</p> <p>October 2005 General Manager of Copper Sales & Raw Materials Dept., Non-Ferrous Metals Div.</p> <p>April 2006 General Manager of Copper & Precious Metals Sales Dept., Non-Ferrous Metals Div.</p> <p>June 2008 Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div.</p> <p>June 2012 Director (Present Position) Managing Executive Officer (Present Position) General Manager of Non-Ferrous Metals Div. (Present Position)</p> <p>Significant concurrent occupations or positions at other organizations Commissioner of PT Vale Indonesia Tbk Managing Director of SUMIC Nickel Netherlands B.V.</p>	9,000 shares

Candidate No.	Name Date of Birth	Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations	Shareholding in the Company
6	*Norifumi Ushirone March 21, 1956	<p>April 1978 Joined the Company</p> <p>June 2006 General Manager of Hishikari Mine., Mineral Resources Div.</p> <p>June 2008 General Manager of Administration Dept., Mineral Resources Div.</p> <p>July 2009 President of Sumitomo Metal Mining Pogo LLC</p> <p>June 2011 Executive Officer (Present Position) Senior Deputy General Manager of Mineral Resources Div.</p> <p>May 2013 Senior Deputy General Manager of Mineral Resources Div.(in Chile) (Present Position)</p>	8,000 shares
7	*Akira Nozaki June 20, 1960	<p>April 1984 Joined the Company</p> <p>July 2010 Deputy General Manager of Corporate Planning Dept.</p> <p>May 2012 Deputy General Manager of Administration Dept., Sierra Gorda Project Dept.</p> <p>June 2013 Executive Officer (Present Position) Senior Deputy General Manager of Non-Ferrous Metals Div. (Present Position) General Manager of Administration Dept., Non-Ferrous Metals Div. (Present Position)</p> <p>Significant concurrent occupations or positions at other organizations Commissioner of PT Vale Indonesia Tbk Managing Director of SUMIC Nickel Netherlands B.V. Chairman of the Board of Sumitomo Metal Mining Management (Shanghai) Co., Ltd.</p>	4,000 shares
8	Tsutomu Ushijima July 16, 1950	<p>April 1976 Registered as a lawyer</p> <p>April 1982 Established Ushijima Law and Tax Accountant Firm</p> <p>June 1982 Registered as a Certified Public Tax Accountant</p> <p>January 1994 Established Ushijima Teramae Law Firm (current Ushijima, Teramae & Wada Law Firm)</p> <p>June 2003 Audit & Supervisory Board Member of the Company</p> <p>June 2007 Director of the Company (Present Position)</p> <p>Significant concurrent occupations or positions at other organizations Lawyer and Certified Public Tax Accountant of Ushijima, Teramae & Wada Law Firm Outside Audit & Supervisory Board Member of Kobunsha Co., Ltd.</p>	0 shares

- (Notes) 1. Mr. Tsutomu Ushijima is a candidate for Outside Director as set out in Article 2.3 (7) of the Enforcement Regulations of the Companies Act.
2. The following are items pertaining to the candidate for Outside Director.

(1) Reasons for his candidacy as Outside Director

Mr. Tsutomu Ushijima has special knowledge and a wealth of experience as a Lawyer and a Certified Public Tax Accountant. He has been presented as a candidate for Outside Director because he has achieved adequate role to strengthen corporate governance by providing suggestions on overall management of the Company particularly from the perspective of compliance based on his knowledge and experience.

He has not participated in corporate management in any form other than as Outside Director or Outside Audit & Supervisory Board Member; however, for the above reasons, we determined that he is able to appropriately serve as Outside Director.

(2) Number of years since assuming the position of Outside Director

Mr. Tsutomu Ushijima is currently an Outside Director of the Company and will have served as Outside Director for Seven (7) years at the conclusion of this Meeting.

(3) Contract for Limitation of Liability

The Company has entered into a Contract for Limitation of Liability with Mr. Tsutomu Ushijima limiting his maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher. If this proposal is approved in its original version, the Company intends to extend the agreement with him.

(4) Independent Director/Auditor Notification

The Company has appointed Mr. Tsutomu Ushijima as an Independent Director who is unlikely to have any conflicts of interest with general investors as specified by the Tokyo Stock Exchange and submitted notification of his appointment to the Exchange.

Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Naoki Tajiri will have resigned at the close of the Meeting. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member as his substitute.

The Company has obtained consent for this proposal from the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows.

(* indicates new candidate)

Name Date of Birth	Career summary, position at the Company, and significant concurrent occupations or positions at other organizations	Shareholding in the Company
*Hajime Sato May 11, 1955	April 1979 Joined the Company June 2006 General Manager of Administration Dept., Electronics Div. August 2008 Deputy General Manager of Corporate Planning Dept. June 2010 General Manager of Public Relations & Investor Relations Dept. June 2012 Director (Present Position) Executive Officer (Present Position) General Manager of Corporate Planning Dept. (Present Position)	12,000 shares

Proposal No. 4: Election of One (1) substitute Audit & Supervisory Board Member

In case the number of Audit & Supervisory Board Members falls below the number specified by laws and regulations or the Articles of Incorporation, the Company proposes the election of One (1) substitute Audit & Supervisory Board Member as a substitute for Mr. Hikoyuki Miwa, who is an Outside Audit & Supervisory Board Member, and Mr. Shigeru Nozaki, who is an Outside Audit & Supervisory Board Member.

The Company has obtained consent for this proposal from the Audit & Supervisory Board.

The candidate for substitute Audit & Supervisory Board Member is as follows.

Name Date of Birth	Career summary, position at the Company, and significant concurrent occupations or positions at other organizations	Shareholding in the Company
Hitoshi Taimatsu November 20, 1951	April 1979 Research Associate of the Mining College of Akita University October 1988 Lecturer of the Mining College of Akita University April 1990 Associate Professor of the Mining College of Akita University April 1994 Professor of the Mining College of Akita University April 1998 Professor of the Faculty of Engineering and Resource Science of Akita University April 2006 Director of the Radioisotope Research Center of Akita University April 2008 Member of the Education and Research Council of Akita University Vice Dean of the Faculty of Engineering and Resource Science of Akita University April 2010 Professor of the Graduate School of Engineering and Resource Science of Akita University (Present Position) Vice Dean of the Graduate School of Engineering and Resource Science of Akita University	0 shares

- (Notes)
1. Mr. Hitoshi Taimatsu is a candidate for Outside Audit & Supervisory Board Member as set out in Article 2.3 (8) of the Enforcement Regulations of the Companies Act.
 2. Mr. Hitoshi Taimatsu has specialized knowledge as a researcher in the field of materials science and engineering, which is an essential discipline for the metals industry. He has been presented as a candidate for substitute Outside Audit & Supervisory Board Member because he is expected to perform his role as Outside Audit & Supervisory Board Member by utilizing his knowledge and backed by his learning as a university professor. He has not participated in corporate management; however, for the above reasons, we determined that he is able to appropriately serve as Outside Audit & Supervisory Board Member.
 3. If Mr. Hitoshi Taimatsu assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into a Contract for Limitation of Liability with him limiting his maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher.

Proposal No.5: Payment of bonuses to Directors

The Company proposes the payment of a total of 76 million yen as bonuses to Seven (7) Directors, excluding Outside Director Mr. Tsutomu Ushijima, among the Eight (8) Directors who were in office as of the end of the 89th business year in order to reward their distinctive merits. The Directors' bonuses of the Company are calculated by considering the performance of the Company and reflecting the job performance of each Director.

Instructions for Exercising Voting Rights by an electromagnetic method

1. Exercise of voting rights via the Internet

- (1) Please access the voting rights exercise site (<http://web54.net>), enter your voting rights exercise code and password appearing on the enclosed voting form and follow the instructions to register your vote either for or against the proposals. The voting rights exercise site can also be accessed on the Internet from a cell phone.
- (2) The deadline for the exercise of voting rights via the Internet is 5:40pm (Japan Time), Friday, June 20, 2014.
- (3) Any connection fees to providers or telephone charges, etc. for accessing the voting rights exercise site shall be borne by the shareholders.
- (4) The following system environments are necessary to access the voting rights exercise site.
 - a. The Internet browser software necessary to access the voting rights exercise site using a PC is Microsoft® Internet Explorer® version 5.01 SP2 or newer.
 - b. In order to ensure security when accessing the voting rights exercise site using a cell phone, a model enabling 128 bit SSL encrypted communication is necessary. You may also exercise your voting rights using smartphones or the full browser function of cell phones; however, please understand that depending on the model of your cell phone, in some cases this method may not work.(Microsoft and Internet Explorer is a registered trademark of Microsoft Corporation used in the United States, Japan and other countries.)

Please contact the direct number below if you have any questions concerning the exercise of voting rights via the Internet.

Administrator of Shareholder Registry :

Securities Agent Web Support

Sumitomo Mitsui Trust Bank, Limited

0120-652-031 (toll-free within Japan only; open from 9:00am to 9:00pm (Japan Time))

2. Voting rights exercise platform for institutional investors

Institutional investors may use voting rights exercise platform operated by ICJ (Investor Communications Japan Inc.) for institutional investors if having made an application for its use in advance.