

SPECIAL MEETING PROXY FORM / ADMISSION CARD

ORION MINERALS GROUP LIMITED

To be held on 17 July 2013 at 10.00 am at The Sutherland Room, Quay West, 8 Albert Street, Auckland

PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Special Meeting please bring this Admission Card / Proxy Form intact to the Meeting as the shareholder details on this form is required for registration at the meeting.

PROXY APPOINTMENT (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

If you DO NOT propose to ATTEND the Special Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Orion Mineral Group Limited's share registry, Link Market Services, no later than 10.00am on Monday 15 July 2013. The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you wish to appoint the Chairperson, please insert "The Chairperson of the Meeting" in the box below.

I/We being a shareholder(s) of Orion Minerals Group Limited:

Hereby appoint of
(full name of proxy) (full address)

Or failing that person of
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held on 17 July 2013 at 10.00am and at any adjournment of that meeting.

VOTING INSTRUCTIONS

Business: This form is to be used to vote as follows on the following resolution:		<i>Tick (✓) in box to vote</i>			
Resolutions:		For	Against	Abstain	Discretion
1.	Approval to commence new business operations in Australia – Listing Rule 9.1.1 - Ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Removal of Yanyi Shi as a director – Ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Removal of Ping Li as a director – Ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Removal of Roger Gower as a director – Ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of John Sheffield as a director – Ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of Stuart Macintosh as a director – Ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Buyback of Shares – Ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Liquidation of the Company – special resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend the resolution, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote to abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Signature / s

All shareholders must sign

Contact name

Daytime contact number:

NOTES:

1. Any shareholder who is entitled to attend and vote at the Special Meeting may appoint a proxy to attend and vote in his / her / its place. A shareholder wishing to appoint a proxy should complete the enclosed proxy form and send it to the office of the Company's Share Registrar, Link Market Services Limited in accordance with the requirements contained in the accompanying Proxy Form. The completed proxy form must be received no later than 48 hours before the meeting is due to begin, in accordance with the instructions in the notes to the proxy form accompanying this Notice.
2. The form allows shareholders to determine whether the proxy votes at the proxy's discretion or votes in accordance with the shareholder's wishes. If the form is returned without a direction as to how the proxy shall vote on any particular resolution, then the proxy will exercise his or her discretion as to whether to vote and if so, how.
3. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Special Meeting to act as his / her / its proxy, or another person. The Chairman has advised that it is his intention to vote undirected proxies received by him as follows:
 - In favour of resolution 1;
 - Against resolutions 2, 3, 5-8 (inclusive).

The Board has determined that the Chairman is unable to vote undirected proxies in respect of resolution 4 given he is interested in that resolution.

4. All joint shareholders must sign the proxy form. If the person appointing a proxy is a corporation, the proxy must be signed for and on behalf of that corporation by two directors or otherwise in accordance with the constitution of that corporation. If the proxy form is signed by an attorney, the attorney must have been authorised in writing.
5. This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, **not later than 10.00 am on Monday 15 July 2013**.
6. If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998.

PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:

- Mail:** If mailing Proxy Form from within New Zealand, please use the reply-paid envelope provided.
- If mailing Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand and affix the necessary postage from the country of mailing.
- Deliver:** Link Market Services Limited, Brookfields House, Level 16, 19 Victoria Street, Auckland.
- Fax:** 09 375 5990
- Scan and email:** Lmsenquiries@linkmarketservices.com (please put the words "OMG Proxy Form" in the subject line for easy identification).