

ORION MINERALS GROUP LIMITED

Notice of the 2013 Annual Meeting

**To be held at the Sutherland Room, Quay West, 8 Albert Street, Auckland on
Friday 20 December 2013 at 3.00 pm.**

Notice is hereby given that the 2013 Annual Meeting of the shareholders of Orion Minerals Group Limited (**OMG** or the **Company**) will be held at the Sutherland Room, Quay West, 8 Albert Street, Auckland on Friday 20 December 2013, commencing at 3 pm.

PROXY FORM

Accompanying this document is a proxy form to enable shareholders to vote on the resolutions either by:

- attending the Annual Meeting; or
- appointing a proxy to vote on their behalf at the Annual Meeting.

Shareholders are urged to complete and return the proxy form as soon as possible if they do not plan to attend the Annual Meeting. A shareholder wishing to appoint a proxy should complete the enclosed proxy form and send it to the Share Registrar for OMG, the details of which are provided elsewhere in this Notice of Meeting.

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.

A shareholder may, if he/she/it wishes, appoint the Chairman of the Annual Meeting as proxy, as described further in the procedural notes to the resolutions.

The Chairman intends to vote any discretionary proxies in favour of resolution 1 and 3. The Chairman is restricted from voting any undirected proxies in respect of resolution 2 as he is interested in that resolution.

BUSINESS OF THE ANNUAL MEETING

Resolution 1 – Re-election of Mr Sean Joyce as a Director – Ordinary Resolution

Mr Sean Joyce retires in accordance with the provisions of the Constitution of the Company and, being eligible, offers himself for re-election. Accordingly, the shareholders of Orion Minerals Group Limited are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

That Mr Sean Joyce be re- elected as a director of Orion Minerals Group Limited.

Resolution 2 – Re-election of Mr Roger Gower as a Director – Ordinary Resolution

Mr Roger Gower retires in accordance with the provisions of the Constitution of the Company and, being eligible, offers himself for re-election. Accordingly, the shareholders of Orion Minerals Group Limited are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

That Mr Roger Gower be re- elected as a director of Orion Minerals Group Limited.

Resolution 3 – Re-appointment and Remuneration of Auditors – Ordinary Resolution

The shareholders of Orion Minerals Group Limited are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

That PricewaterhouseCoopers be re-appointed as Auditors of the Company under section 200 of the Companies Act 1993, and the Board of Directors of the Company be authorised to fix their remuneration for the forthcoming year.

PROCEDURAL NOTES

1. Resolutions 1, 2 and 3 are ordinary resolutions. An ordinary resolution is required to be passed by a majority of 50% or more of the votes of those shareholders entitled to vote and voting on that resolution.
2. The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who were shareholders at 5.00 pm on Thursday 19 December 2013, and only the shares registered in those shareholders' names may be voted at the Annual Meeting, subject to the restrictions on voting set out below.
3. The accompanying proxy form should be used to appoint a proxy to vote if a shareholder cannot attend the Annual Meeting in person. Shareholders can participate by proxy or by casting their vote in person at the Annual Meeting.
4. Any shareholder who is entitled to attend and vote at the Annual 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. 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.

5. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Annual 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 in favour of resolutions 1 and 3. The Chairman is restricted from voting any undirected proxies in respect of resolution 2 as he is interested in that resolution.
6. 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.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'R. Gower', with a flourish at the end.

Roger Gower
Chairman of Directors