

# ANNUAL MEETING PROXY FORM / ADMISSION CARD

# ORION MINERALS GROUP LIMITED

To be held on Wednesday 22 December 2010 at 10.00am at Jones Young Solicitors, Level 19, BDO Tower, 120 Albert Street, Auckland

## PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Annual 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 Annual Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Orion Minerals Group Limited's share registry, Link Market Services, no later than 10.00am on Monday 20 December 2010. 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 Annual Meeting of the Company to be held on Wednesday 22 December 2010 at 10.00am and at any adjournment of that meeting.

## VOTING INSTRUCTIONS

Ordinary Business: This form is to be used to vote as follows on the following resolutions:		Tick (✓) in box to vote			
		For	Against	Abstain	Discretion
Resolutions:					
1.	Re-election of Mr Jianfeng Shen as a Director – ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Re-appointment and Remuneration of Auditors – ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, 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.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature / s \_\_\_\_\_

All shareholders must sign

Contact name  Daytime contact number:

## NOTES:

- 1 A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder.
  - 2 This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.
  - 3 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 10.00am on Monday 20 December 2010**.
  - 4 if you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.
  - 5 If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998.
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## 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](mailto:Lmsenquiries@linkmarketservices.com) (please put the words "*Orion Proxy Form*" in the subject line for easy identification).

**ORION MINERALS GROUP LIMITED**

**Notice of the 2010 Annual Meeting**

**To be held at the offices of Jones Young solicitors, Level 19, BDO Tower, 120 Albert Street, Auckland on  
Wednesday 22 December 2010 at 10.00 am.**

Notice is hereby given that the 2010 Annual Meeting of the shareholders of Orion Minerals Group Limited will be held at the offices of Jones Young solicitors, Level 19, BDO Tower, 120 Albert Street, Auckland on Wednesday 22 December 2010 at 10.00 am.

## **BUSINESS OF THE ANNUAL MEETING**

### ***Resolution 1 – Re-election of Mr Jianfeng Shen as a Director – Ordinary Resolution***

Mr Jianfeng Shen 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 Jianfeng Shen be re-elected as a director of Orion Minerals Group Limited.*

A brief biography of Mr Jianfeng Shen accompanies this Notice of Meeting in the Explanatory Notes.

### ***Resolution 2 – 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. Both resolutions 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 Tuesday 21 December 2010, 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 the resolutions set out above.
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 'Roger Gower', with a flourish at the end.

**Roger Gower**  
**Chairman of Directors**

**EXPLANATORY NOTES**

A biography for Mr Jianfeng Shen is provided below:

**Mr Jianfeng Shen**

Mr Shen is a Chinese resident. Mr. Shen graduated from Xuzhou Normal University in China with a major in English.

Mr Shen has been working with Fengli Group Limited for more than three years. He works as an assistant to the Manager of Fengli's mining department.