

ORION MINERALS GROUP LIMITED

Notice of the 2011 Annual Meeting

**To be held at the Copthorne Hotel, Auckland Harbour City, 196-200 Quay Street, Auckland City,
on Friday 30th December 2011 at 10.00 am.**

Notice is hereby given that the 2011 Annual Meeting of the shareholders of Orion Minerals Group Limited will be held at the Copthorne Hotel, Auckland Harbour City, 196-200 Quay Street, Auckland City, on Friday 30th December 2011 at 10.00 am.

BUSINESS OF THE ANNUAL MEETING

Resolution 1 – Re-election of Ms Ping Li as a Director – Ordinary Resolution

Ms Ping Li retires in accordance with the provisions of the Constitution of the Company and, being eligible, offers herself 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 Ms Ping Li be re-elected as a director of Orion Minerals Group Limited.

A brief biography of Ms Ping Li 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 Thursday 29 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 long horizontal flourish extending to the right.

Roger Gower
Chairman of Directors

EXPLANATORY NOTES

A biography for Ms Ping Li is provided below:

Ms Ping Li

Born in China and educated in China and Australian, Ms Ping Li has a Bachelor of Law degree from East China University of Politics and Law and a Master of Laws degree from Sydney University. She worked for the Chinese government legal body for 8 years and had 12 years working experience in an Australian law firm, where she led its Chinese practice team and served for several Chinese state-owned enterprises and private enterprises successfully investing in and outside China.