

ORION MINERALS GROUP LIMITED

Notice of the 2009 Annual Meeting

**To be held at the offices of Jones Young solicitors, Level 14, ASB Centre, 135 Albert Street,
Auckland on Thursday 31 December 2009 at 9.00 am.**

Notice is hereby given that the 2009 Annual Meeting of the shareholders of Orion Minerals Group Limited will be held at the offices of Jones Young solicitors, Level 14, ASB Centre, 135 Albert Street, Auckland on Thursday 31 December 2009 at 9.00 am.

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 Orion Minerals Group Limited, the details of which are provided on the reverse of the enclosed 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.

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.

BUSINESS OF THE ANNUAL MEETING

Resolution 1 – Re-election of Mr Dupouy Bunster as a Director – Ordinary Resolution

Mr Dupouy Bunster 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 Rodrigo Dupouy Bunster be re-elected as a director of Orion Minerals Group Limited.

A brief biography of Mr Dupouy Bunster accompanies this Notice of Meeting in the Explanatory Notes.

Resolution 2 - Appointment of Mr Richard Shi as Director – 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 Mr Richard Shi be appointed as a director of Orion Minerals Group Limited.

A brief biography of Mr Richard Shi accompanies this Notice of Meeting in the Explanatory Notes.

Resolution 3 - Appointment of Ms Ping Li as Director – 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 Ms Ping Li be appointed 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 4 – 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.

By Order of the Board of Directors



Roger Gower
Chairman of Directors

EXPLANATORY NOTES

Biographies for each of Mr Dupouy Bunster, Mr Richard Shi and Ms Ping Li are provided below:

Rodrigo Dupouy Bunster

Mr Dupouy Bunster holds a law degree and is the senior partner of Santiago based law firm Dupouy & Mendez. Mr Dupouy Bunster is a commercial lawyer specialising in Chilean mining law, negotiation and resolution of conflicts in enterprises and is a graduate in European law. Mr Dupouy Bunster is a director of El Trébol Arid and Asphalts.

Mr Dupouy Bunster has been a director of Orion Minerals Group Limited for the previous 12 months.

Richard Shi

Mr Shi graduated from the China university of Geosciences, specialising in international trade and project investment. Mr Shi has served with Fengli Group (Hong Kong) Co. Limited for nearly six years and currently holds the role of investment manager with Fengli.

Mr Shi has been nominated as a director of Orion Minerals Group Limited by Fengli Group (Hong Kong) Co. Limited.

Ping Li

Born in China and educated in China and Australia, 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 lead its Chinese practice team and served for several Chinese state-owned enterprises and private enterprises successfully investing in and outside China.

Ms Ping Li has been nominated as a director of Orion Minerals Group Limited by Fengli Group (Hong Kong) Co. Limited.