

**SPECIAL MEETING
PROXY FORM / ADMISSION
CARD**

ORION MINERALS GROUP LIMITED

To be held on Wednesday, 24 March 2010 at 10.00am at the Auckland Club, 34 Shortland 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 Minerals Group Limited's share registry, Link, no later than 10.00am on Monday 22 March 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 Special Meeting of the Company to be held on Wednesday 24 March 2010 at 10.00am and at

VOTING INSTRUCTIONS

Ordinary Business:

This form is to be used to vote as follows on the following resolutions:

Resolutions:		Tick (✓) in box to vote			
		For	Against	Abstain	Discretion
1	Buy back of 510,000,000 shares in the Company from Inversiones Barriga S.A – ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval pursuant to Takeovers Code: Increase of Minera Varry Minerals Limited's percentage of voting rights in the Company – ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval pursuant to Takeovers Code: Increase of Fengli Group (Hong Kong) Co. Limited's percentage of voting rights in the Company – ordinary resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval pursuant to Takeovers Code: Increase of Marvel Fantasy Limited's percentage of voting rights in the Company – 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 22 March 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 (please put the words "*Orion Proxy Form*" in the subject line for easy identification).