

MASTERMYNE GROUP LIMITED

ACN 142 490 579

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd Annual General Meeting of the shareholders of Mastermyne Group Limited (**Company** or **Mastermyne**) will be held in the Flinders Room, Mackay Grande Suites, 9 Gregory Street, Mackay, Queensland on Tuesday 29 November 2011, commencing at 11:00 am (Queensland time).

AGENDA

ORDINARY BUSINESS

1 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Annual Financial Report comprising the Directors' Report, Balance Sheet, Statements of Comprehensive Income, Changes in Equity, Cash Flows and Notes to the Financial Statements, Directors' Declaration and Auditor's Report for the financial year ended 30 June 2011.

Note: A resolution of shareholders is not required for this item of business.

2 RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution, under section 250R(2) of the Corporations Act 2001 (Cth):

“To adopt the Remuneration Report of the Company (as set out in section 5 of the Directors' Report) for the financial year ended 30 June 2011.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

This resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

3 RESOLUTION 2 – RE-ELECTION OF MR ANDREW WATTS AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Andrew Dominic Watts, an executive Director who retires by rotation in accordance with the ASX Listing Rules and Article 47(b) of the Company's Constitution and being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.”

Note: Information about Mr Watts appears in the Explanatory Statement.

4 RESOLUTION 3 – ELECTION OF MR JAMES WENTWORTH AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That James Hamilton Wentworth, a Non-executive Director who was appointed by the Board as an additional Director and who retires in accordance with Article 47(d) of the Company's Constitution and being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.”

Note: Information about Mr Wentworth appears in the Explanatory Statement.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board



Bill Lyne
Company Secretary
28 October 2011

VOTING EXCLUSIONS

In accordance with the Listing Rules of the Australian Securities Exchange and the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 1 by:

- (a) any key management personnel of the Company, including the Chairman and other directors; and
- (b) any closely related party of key management personnel,

unless the vote is cast by a person described in paragraph (a) or (b) as proxy for a person who is entitled to vote and the proxy form directs how the proxy is to vote on Resolution 1.

"Key management personnel" of the Company are the directors of the Company (including the Chairman) and other employees having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year ended 30 June 2011. Their closely related parties are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependants and companies they control.

HOW TO VOTE

Shareholders can vote in one of five ways:

- by attending the Annual General Meeting and voting either in person or by attorney or, in the case of corporate shareholders, by corporate representative;
- by lodging a direct vote, using the shareholder voting form enclosed with this Notice of Meeting;
- by lodging a direct vote electronically online;
- by appointing a proxy to attend and vote on their behalf, using the shareholder voting form enclosed with this Notice of Meeting; or
- by lodging a proxy vote electronically online.

Note:

- A.** If you choose to use direct voting - mark the box under Step 1, option A on the shareholder voting form. If you use direct voting you agree to be bound by the direct voting rules adopted by the Board. A copy of the Mastermyne Group Limited - Rules for Direct Voting at General Meetings is available at www.mastermyne.com.au under the "Investors" tab.
- B.** If you choose to appoint a proxy - mark the box under Step 1, option B on the shareholder voting form and then choose who you would like to appoint as your proxy. If you appoint the chairman of the Annual General Meeting as your proxy, please note that the chairman of the Annual General Meeting intends to use any

undirected proxies the chairman holds in relation to Resolutions 2 and 3 to vote in favour of the resolutions.

Voting in person - individuals and corporate representatives

Shareholders who plan to attend the Annual General Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Annual General Meeting, if possible, so that their shareholding may be checked against the share register and attendance noted. Shareholders attending in person must register their attendance upon arrival.

If a share is held jointly, only one joint holder may vote. If more than one joint shareholder votes, only the vote of the first person named on the Company's shareholder register counts.

To vote in person at the meeting, a company that is a shareholder may appoint an individual to act as its representative. The representative should bring to the meeting a letter or certificate evidencing their appointment unless it has previously been provided to the Company or its share registry. A form of certificate may be obtained from the Company's share registry at www.linkmarketservices.com.au/public/forms/general.html or from the addresses specified below.

Direct voting - use Step 1, option A on the shareholder voting form **or** vote online

In accordance the Company's Constitution the Directors have also established a postal voting system which gives shareholders the choice of casting "direct votes" in advance of the Annual General Meeting, as an alternative to appointing a proxy to cast their votes.

If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may specify the proportion or number of direct votes that they wish to cast "For" or "Against" an item. Fractions of votes will be disregarded. However on a show of hands, direct votes are not counted and unless a poll is demanded in accordance with the Constitution and that demand is not withdrawn, a resolution put to vote at the Annual General Meeting must be decided on a show of hands. If a shareholder specifies that they will "Abstain" from voting on an item, the shares that are the subject of the direct vote will not be counted in calculating the required majority.

To lodge direct votes, a shareholder should follow the instructions and notes on the shareholder voting form enclosed with this Notice of Meeting as well as read the Mastermyne Group Limited - Rules for Direct Voting at General Meetings which are available at www.mastermyne.com.au under the "Investors" tab.

For direct votes to be effective, the shareholder voting form must be received by the Company's share registry by no later than 11:00am (Queensland time) on 27 November 2011, or if the Annual General Meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Shareholder voting forms received after this time will be invalid.

The shareholder voting form may be given to the Company in any of the following ways:

- **by hand:** delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000
- **by mail:** Mastermyne Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- **by fax:** +61 2 9287 0309

A shareholder may also deliver the shareholder voting form to the Company's registered office, Level 1, 45 River Street, Mackay, Qld 4740.

Alternatively, you can lodge your direct votes online by visiting the Company's share registry's website at www.linkmarketservices.com.au, going to the online voting page and following the prompts and instructions on the website. To use the online lodgements facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the shareholder voting form.

For online direct votes to be effective, you will need to complete the electronic lodgement by 11:00am (Queensland time) on 27 November 2011, or if the Annual General Meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting.

Voting by proxy - use Step 1, option B on the shareholder voting form **or** lodge online.

A shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a person as a proxy to attend and vote for them. If a shareholder is entitled to cast two or more votes, that shareholder may appoint up to two individuals to act as proxies to attend and vote on the shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half. Fractions of votes will be disregarded. However, if both proxies are present at the Annual General Meeting, neither may vote on a show of hands.

To appoint a proxy, a shareholder should follow the instructions and notes on the shareholder voting form enclosed with this Notice of Meeting. The proxy may, but need not, be a shareholder of the Company.

Additional shareholder voting forms will be supplied by the Company's share registry (Link Market Services Limited) on request.

The shareholder voting form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act 2001 (Cth) or other applicable corporate legislation. In the case of

shares jointly held by two or more persons, all joint holders must sign the shareholder voting form.

For the appointment of a proxy to be effective, the shareholder voting form must be received by the Company's share registry by no later than 11:00am (Queensland time) on 27 November 2011, or if the Annual General Meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Shareholder voting forms received after this time will be invalid.

The shareholder voting form may be given to the Company in any of the ways noted above.

Alternatively, you can lodge your proxy online by visiting the Company's share registry's website at www.linkmarketservices.com.au, going to the online voting page and following the prompts and instructions on the website. To use the online lodgements facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the shareholder voting form.

For the online appointment of your proxy to be effective, you will need to complete the electronic lodgement by 11:00am (Queensland time) on 27 November 2011, or if the Annual General Meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting.

Using powers of attorney

If a shareholder has appointed one or more attorneys to attend and vote at the Annual General Meeting, or if the shareholder voting form is signed by one or more attorneys, the power of attorney (or a certified copy of the power of attorney) must be received by the Company's share registry at its addresses or facsimile or the Company's registered office address as set out above by no later than 11:00am (Queensland time) on 27 November 2011, or if the Annual General Meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting, unless the power of attorney has been previously lodged for notation with the Company's share registry. The attorney(s) must declare that a notice of revocation of appointment has not been received.

Revocation of proxies

Any revocation of proxies (including online proxies) or powers of attorney must be received by the Company's share registry at its addresses or facsimile or the Company's registered office address as set out above before the commencement of the Annual General Meeting, or at the registration desk for the Annual General Meeting at the Mackay Grande Suites from 10.30 am (Queensland time) on the day of the Annual General Meeting until the commencement of the Annual General Meeting.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm (Queensland time) on Sunday 27 November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

QUESTIONS FROM SHAREHOLDERS

If you have a question to put to the Directors or Auditor please complete the Question Form which is attached to this Notice of Meeting.

The Question Form must be delivered to the Company, or received by post, facsimile or email, at least 5 business days prior to the Annual General Meeting (i.e. by no later than 5:00pm on Monday 21 November 2011) or any adjournment. This will allow time to collate questions and to prepare answers.

DIRECTING YOUR PROXY VOTE

If you wish to direct your proxy to vote on any Resolution, you can mark the "For", "Against" or "Abstain" box in Step 2 on the proxy form accordingly.

Proxy Voting for Resolution 1

If you appoint the Chairman as your proxy or the Chairman is appointed as your proxy by default, and you do not wish to direct your votes for Resolution 1 by marking the "For", "Against" or "Abstain" box in Step 2, you can instead mark the last box towards the bottom of the proxy form to expressly direct the Chairman to vote in accordance with his stated voting intentions. The Chairman intends to vote such proxies IN FAVOUR of Resolution 1.

If you appoint a person described in paragraph (a) of VOTING EXCLUSIONS above as your proxy and:

- you do not direct him or her how to vote on Resolution 1 in Step 2 of the proxy form; or
- if the Chairman is your proxy and you give no direction on Resolution 1 in Step 2 of the proxy form and you do not mark the last box as described above,

no vote will be recorded on your behalf on a poll for that Resolution.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to assist shareholders of Mastermyne Group Limited (**Company** or **Mastermyne**) to better understand the resolutions to be put before shareholders at the Annual General Meeting (**AGM**) to be held on Tuesday 29 November 2011.

Item 1 - Financial Statements and Reports

The Corporations Act 2001 (Cth) requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the AGM. Apart from the matters involving remuneration which are required to be voted upon, the Corporations Act 2001 (Cth) does not require a vote of shareholders at the AGM on such reports or statements, however shareholders will be given ample opportunity to make comments on or raise questions with respect to these reports and statements at the meeting.

The Annual Financial Report will be tabled and discussed at the AGM and the Directors will be available to answer questions from shareholders. In addition, a representative of the Company's auditors, KPMG, will be present to answer any questions about the conduct of the audit or the preparation and content of the auditor's report.

The Company's Annual Financial Report for the year ended 30 June 2011 has been sent to shareholders who requested a copy and is available on the Company's website at www.mastermyne.com.au.

A shareholder resolution is not required in respect to the Annual Financial Report.

Item 2 - Adoption of Remuneration Report (Resolution 1)

The Corporations Act 2001 (Cth) requires that the section of the Directors' Report dealing with the remuneration of key management personnel including the Directors (Remuneration Report) be put to shareholders for consideration and adoption by way of a non-binding ordinary resolution.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each director of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

The vote on this resolution is advisory only and the outcome will not be binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Pursuant to amendments made to the Corporations Act (Cth) with effect from 1 July 2011, if 25% or more of votes that are cast on Resolution 1 are cast against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("a spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Chief Executive Officer) must be put forward for re-election.

Recommendation: The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Item 3 – Re-election of Mr Andrew Watts as a Director (Resolution 2)

Mr Watts was appointed an executive Director of the Company on 10 March 2010.

ASX Listing Rule 14.4 and Article 47(a) of the Company's Constitution require Directors to retire no later than 3 years after appointment or at the third AGM following appointment, whichever is the longer, and ASX Listing Rule 14.5 and Article 47(b) require that there must be an election of Directors each year. In accordance with this procedure, Mr Andrew Watts retires from office by rotation and submits himself for re-election.

Mr Watts has been involved in contracting within the mining industry since 1994 and co-founded Mastermyne in 1996. He was responsible for all aspects of Mastermyne's operations until the appointment of Mr Tony Caruso as CEO in 2005. He relocated to Sydney in early 2010 to focus on the New South Wales market and on business development and acquisitions. .

Recommendation: The Board (with Mr Watts abstaining) unanimously recommends that shareholders vote in favour of re-electing Mr Andrew Watts as a Director of the Company.

Item 4 – Election of Mr James Wentworth as a Director (Resolution 3)

Mr Wentworth was appointed by the Board on 30 March 2011, pursuant to Article 46(b) of the Company's Constitution, as an additional independent non-executive Director of the Company. However, a Director so appointed must, under Article 47(d), retire at the next following AGM but is eligible for election. In accordance with this procedure Mr James Wentworth retires from office and submits himself for election.

Mr Wentworth is also chair of the Company's Audit & Risk Management Committee and a member of the Remuneration & Nomination Committee.

Mr Wentworth holds Bachelor of Laws (Hons) and Bachelor of Commerce degrees. He is a highly regarded financial services executive with 17 years experience in private equity transactions, acquisitions and integration, management and exit of investments, strategy development, structuring and finance. He has international experience and a background in the legal profession. He is currently Finance Director with ASX listed Finders Resources Ltd and has previously worked at Champ Ventures, Goldman Sachs and Macquarie Bank.

Recommendation: The Board (with Mr Wentworth abstaining) unanimously recommends that shareholders vote in favour of electing Mr James Wentworth as a Director of the Company.

QUESTIONS FROM SHAREHOLDERS

Your concerns as shareholders are important to us. Please use the accompanying Question Form to submit any questions about Mastermyne Group Limited (**Company** or **Mastermyne**) that you would like us to respond to at Mastermyne's 2011 Annual General Meeting (**AGM**). Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Statement.

You may also use this Question Form to submit a written question to the Company's auditor if the question is relevant to the content of the auditor's report, or the conduct of the audit of the Company's financial report, for the year ended 30 June 2011. This Question Form must be received by the Company Secretary by no later than 5:00pm on Monday 21 November 2011.

The Question Form may be given to the Company in any of the following ways:

- **by hand:** delivering it to the Company's registered office,
Level 1, 45 River Street, Mackay, Queensland
- **by post:** Mastermyne Group Limited
PO Box 1671
Mackay QLD 4740 Australia
- **by fax:** +61 (0)7 4944 0822
- **by email:** agmquestions@mastermyne.com.au

Questions will be collated. During the course of the AGM, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of KPMG, the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

In accordance with the Corporations Act 2001 (Cth), shareholders will also be given a reasonable opportunity, as a whole, to ask:

- questions about, or make comments on, the management of the Company and the Remuneration Report, at the AGM; and
- the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor, at the AGM.

Mastermyne Group Limited

Question Form

1. Question is for the	Chairman, or	Auditor

2. Question is for the	Chairman, or	Auditor

3. Question is for the	Chairman, or	Auditor

4. Question is for the	Chairman, or	Auditor

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By mail:
Mastermyne Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: (02) 8280 7454



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SHAREHOLDER VOTING FORM

STEP 1

Please mark either Box A or Box B

I/We being a member(s) of Mastermyne Group Limited and entitled to attend and vote hereby:

A	VOTE DIRECTLY	OR	B	APPOINT A PROXY
☐	elect to lodge my/our vote(s) directly (mark box)		☐	the Chairman of the Meeting (mark box)
	in relation to the Annual General Meeting of the Company to be held at 11:00am (Queensland time) on Tuesday, 29 November 2011, and at any adjournment or postponement of the meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.		☐	OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below
				or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am (Queensland time) on Tuesday, 29 November 2011, in the Flinders Room, Mackay Grande Suites, 9 Gregory Street, Mackay, Queensland and at any adjournment or postponement of the meeting.

Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	☐	☐	☐	3 Election of Mr James Wentworth as a Director	☐	☐	☐
2 Re-election of Mr Andrew Watts as a Director	☐	☐	☐				

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important for Resolution 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with his voting intentions on Resolution 1 as set out above and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on this Resolution. If you appoint the Chairman of the Meeting as your proxy you can direct him how to vote by either marking the boxes on any or all of the Resolutions in Step 2 above (for example if you wish to vote 'for', 'against' or 'abstain' from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

☐ I/we direct the Chairman of the Meeting to vote in accordance with his voting intentions on Resolution 1 (except where I/we have indicated a different voting intention above) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel and even if the Chairman of the Meeting has an interest in the outcome of that Resolution and that votes cast by him, other than as proxy holder, would be disregarded because of that interest.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

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HOW TO COMPLETE THIS VOTING FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Voting under Box A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the voting form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you lodge a direct vote, it is not revoked if you attend and take part in the meeting, unless you vote at the meeting on the item for which your direct vote was given.

The Chairman's decision as to whether a direct vote is valid is conclusive.

Voting under Box B - Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Box B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Box B. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Queensland time) on Sunday, 27 November 2011**, being not later than 48 hours before the commencement of the meeting. Any Voting Form received after that time will not be valid for the scheduled meeting.

Voting Forms may be lodged:



ONLINE  www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



by mail:

Mastermyne Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.