



MMG LIMITED

五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(HKEX STOCK CODE: 1208)

(ASX STOCK CODE: MMG)

Form of Proxy for use at the Extraordinary General Meeting (or any adjournment thereof)

This Hong Kong proxy form is to be used solely by the Company's shareholders whose shares are registered with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited. In respect of the holders of Chess Depository Interests (CDI(s)) whose CDIs are registered with the share registrar of the Company in Australia, please complete the CDI Voting Instruction Form distributed by the share registrar of the Company in Australia, Computershare Investor Services Pty Limited.

I/We (note 1) _____

of _____

being the registered holder(s) of (note 2) _____ shares of MMG Limited (Company), HEREBY

APPOINT (note 3) the Chairman of the Extraordinary General Meeting of the Company (Meeting) or (note 4) _____

of _____ as my/our proxy to attend and act for me/us at the Meeting (or at any adjournment thereof) to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 8 March 2018 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Please indicate with a "✓" in the box provided how you wish the proxy to vote on your behalf (note 5).

Ordinary Resolutions		FOR	AGAINST	ABSTAIN
(a)	to approve, to the extent they vest in accordance with their terms, the issue and allotment of up to 45,004,750 new Connected Award Shares to 16 Connected Incentive Participants in respect of the 2015 Award and the 2017 Award pursuant to the Long Term Incentive Equity Plan; and			
(b)	to authorize any one or more of the Directors to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated thereunder, including but not limited to the issue and allotment of up to 45,004,750 new Connected Award Shares to 16 Connected Incentive Participants in respect of the 2015 Award and the 2017 Award pursuant to the Long Term Incentive Equity Plan.			

Signature (note 6) _____

Date: _____ 2018

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE SHAREHOLDER(S) WHO SIGN(S) IT.**
- A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "ABSTAIN".** If you mark the Abstain box for a resolution, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If no direction is given for a resolution (i.e. failure to tick any box of a resolution), your proxy will be entitled to vote or abstain from voting on that resolution at his/her discretion. Your proxy will also be entitled to vote or abstain from voting at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- This form of proxy must be signed by the shareholder(s) or his/her/their attorney duly authorized in writing or, in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney or other person duly authorized.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 3.00 p.m. (Hong Kong Time) on Tuesday, 6 March 2018.
- Where there are joint holders of any share, any one of such joint holders may vote at the Meeting or any adjournment thereof, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof and, in such event, this form of proxy shall be deemed to have been revoked.