

MASTERMYNE GROUP LIMITED

ACN 142 490 579

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting of the shareholders of Mastermyne Group Limited (**Company** or **Mastermyne**) will be held at Level 1, 45 River Street, Mackay, Queensland on Monday 26 November 2012, 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 2012.

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 2012.”

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 DARREN HAMBLIN AS A DIRECTOR**

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

“That Darren William Hamblin, a non-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 Hamblin appears in the Explanatory Statement.

SPECIAL BUSINESS

4 **RESOLUTION 3 – REFRESH APPROVAL FOR THE EMPLOYEE PERFORMANCE RIGHTS PLAN**

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

“That for the purposes of Exception 9(b) in ASX Listing Rule 7.2 and for all other purposes, the Company be authorised to issue securities under the Mastermyne Group Limited Employee Performance Rights Plan as an exception to ASX Listing Rule 7.1.”

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

5 **RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO MR TONY CARUSO, MANAGING DIRECTOR OR HIS NOMINEE**

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

“That in accordance with ASX Listing Rule 10.14 and for all other purposes, the Company be authorised to issue to Mr Tony Caruso, Managing Director or his nominee, 1,050,000 performance rights under the Mastermyne Group Limited Employee Performance Rights Plan, on the terms described in the Explanatory Statement which forms part of the Notice of Meeting.”

Note: A summary of the proposed terms of the Managing Director's Performance Rights is contained in the Explanatory Statement.

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

6 **RESOLUTION 5 – PROPORTIONAL TAKEOVER APPROVAL PROVISIONS**

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, in accordance with section 648G of the Corporations Act 2001 (Cth), the proportional takeover approval provisions under Articles 79 and 80 of the Company's Constitution be renewed with immediate effect for a period of 3 years from this resolution being passed.”

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
24 October 2012

VOTING EXCLUSIONS

The Corporations Act 2001 (Cth) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on several of the resolutions to be considered at the meeting. These voting exclusions are described below.

Resolution 1 - Remuneration Report

Except to the extent otherwise permitted by law, the following persons may not vote, and the Company will disregard any votes cast (personally or as proxy) by or on behalf of the following persons, on Resolution 1:

- (a) A member of the key management personnel for the Mastermyne consolidated group whose remuneration details are included in the Remuneration Report, or a closely related party of any such member, unless:
 - (i) that person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
 - (ii) that person does so as a proxy, the proxy is the Chair of the meeting at which Resolution 1 is voted on and the proxy appointment does not specify the way the proxy is to vote and expressly authorises the Chair to exercise the proxy on that resolution even though it is connected directly or indirectly with the remuneration of a member of the key management personnel for the Mastermyne consolidated group.

- (b) A member of the key management personnel for the Mastermyne consolidated group whose remuneration details are not included in the Remuneration Report, or a closely related party of any such member, that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 1, unless:
 - (i) the proxy is the Chair of the meeting at which Resolution 1 is voted on; and
 - (ii) the proxy appointment expressly authorises the Chair to exercise the proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of the key management personnel for the Mastermyne consolidated group.

Resolution 3 - Refresh approval for the Employee Performance Rights Plan

The Company will disregard any votes cast on Resolution 3 by:

- a Director of the Company who is eligible to participate in any employee incentive scheme in relation to the Company; and
- any associate of that Director of the Company.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

The Company will also disregard any votes cast on Resolution 3 by a member of the key management personnel for the Mastermyne consolidated group, or a closely related party of any such member, that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 3, unless:

- the proxy is the Chair of the meeting at which Resolution 3 is voted on; and
- the proxy appointment expressly authorises the Chair to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Mastermyne consolidated group.

Resolution 4 - Issue of Performance Rights to Mr Tony Caruso, Managing Director or his nominee

The Company will disregard any votes cast on Resolution 4 by:

- Mr Tony Caruso and his associates; or
- any other Director of the Company who is eligible to participate in any employee incentive scheme in relation to the Company and their associates.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Company will also disregard any votes cast on Resolution 4 by a member of the key management personnel for the Mastermyne consolidated group, or a closely related party of any such member, that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 4, unless:

- the proxy is the Chair of the meeting at which Resolution 4 is voted on; and
- the proxy appointment expressly authorises the Chair to exercise the proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Mastermyne consolidated group.

For the purposes of the above voting exclusions -

- (a) The "**key management personnel for the Mastermyne consolidated group**" are the directors (whether executive or otherwise) of Mastermyne (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 key management personnel for the Mastermyne consolidated group for the financial year ended 30 June 2012. Their "closely related parties" are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependants and companies they control.

- (b) The Company will also apply these voting exclusions to persons appointed as attorney by an excluded shareholder to attend and vote at the meeting under a power of attorney – on the basis that references to persons attending and voting as proxy are read as references to persons attending and voting as attorney and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.
- (c) Where a shareholder has indicated on the proxy form that the Chairman of the Meeting may exercise undirected proxy votes and the Chairman is entitled to do so, it is the intention of the Chairman of the Meeting to vote undirected proxies in favour of all Resolutions contemplated in this Notice of Meeting.

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, it is the intention of the Chairman to vote undirected proxies in favour of all Resolutions contemplated in this Notice of Meeting.

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 24 November 2012, 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 24 November 2012, 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 11:00 am (Queensland time) on Saturday 24 November 2012, 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 11:00 am (Queensland time) on 24 November 2012, 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 11:00 am (Queensland time) on 24 November 2012, 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 7:00 pm (Queensland time) on Saturday 24 November 2012. 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

5:00 pm on Friday 16 November 2012) or any adjournment. This will allow time to collate questions and to prepare answers.

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 Company's Annual General Meeting (**AGM**) to be held on Monday 26 November 2012.

Item 1 - Financial Statements and Reports

The Corporations Act 2001 (Cth) (**Corporations Act**) 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 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 2012 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 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 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: As Resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, make no recommendation regarding this resolution.

Item 3 – Re-election of Mr Darren Hamblin as a Director (Resolution 2)

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 Darren Hamblin retires from office by rotation and submits himself for re-election.

Mr Hamblin was appointed a Non-executive Director of the Company on 10 March 2010 and is a member of both the Audit & Risk Management Committee and the Remuneration & Nomination Committee.

Mr Hamblin has been involved in the mining industry since graduating with a Bachelor of Engineering (Mechanical) degree in 1991. He has worked directly for mine owners as well as contractors in operations, planning and maintenance roles.

Mr Hamblin co-founded Mastermyne in 1996. Following the appointment of Mr Tony Caruso as CEO in 2005, he focused on developing Mastermyne's longer term business strategies and systems. He became a non-executive Director in 2008 and remains on the board of all group subsidiaries.

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

Item 4 – Refresh Employee Performance Rights Plan (Resolution 3)

Pursuant to Resolution 3, the Company is seeking shareholder approval to provide for future issues of securities under the Company's Employee Performance Rights Plan (EPRP) as an exception to ASX Listing Rule 7.1.

Background

Prior to listing on ASX, shareholders of the Company approved the establishment of the EPRP on 23 March 2010 as a means of rewarding and incentivising its key employees. A summary of the terms of the EPRP which was included in the Company's Prospectus dated 31 March 2010, is set out in Annexure "A" to this Explanatory Statement.

Since then the Company has from time-to-time made specific issues of securities under the EPRP to key management and has made an issue to the Managing Director (as specifically approved by shareholders at the Company's AGM in November 2010).

This Resolution 3 is designed to seek shareholder approval of the terms of the EPRP and to the issue of securities under the EPRP. Since the Company has been listed, shareholders have not been asked to approve the terms of the EPRP.

The following performance rights have been issued under the EPRP to date to the following persons:

Participant Name	Performance Rights
Tony Caruso	1,050,000
Allan Purse	250,000
Leon duPreez	250,000
Chris Kneipp	250,000
John Stuart-Robertson	250,000
David Sykes	250,000
Kevin Lonergan	150,000
Viv Gayton	150,000
Beth Jooste	150,000
Dave Fitzpatrick	100,000
Total Performance Rights on issue	2,850,000

As at the date of this Notice, no shares have been issued to a participant or their associate as a result of the exercise of any of these performance rights. No loans have been provided to any of the participants (or their nominees) in relation to the issue of the performance rights, or on exercise of the performance rights, the issue of Company shares.

Under ASX Listing Rule 7.1, companies are generally restricted from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. There are a number of exceptions to this restriction, including Exception 9(b) in ASX

Listing Rule 7.2, which applies where there is an issue of securities under an employee incentive scheme if, within 3 years before the date of issue, holders of ordinary shares have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The Board has the power to establish and to generally issue securities under the EPRP itself. However, the Board considers it prudent to seek shareholder approval so that such issues will not be taken into account for the purposes of the 15% limit under ASX Listing Rule 7.1. The Board considers it desirable to maintain the flexibility to access capital through subsequent issues within the 15% limit as required.

Purpose for Issue of Securities

The broad purpose for issuing securities under the EPRP is to enable the Company to attract and retain highly skilled management, employees and consultants to align incentives with the interests of shareholders, and motivate management to increase shareholder value and thus the Share price for the benefit of shareholders collectively.

The Board considers the ability to issue securities under the EPRP will enhance the attractiveness of the Company to key personnel and therefore have a positive effect on the Company's ability to retain those personnel over the medium to long term. The Board wishes to encourage its personnel to participate in these plans on the basis that they can share in the growth of the Company they are working to grow.

A copy of the EPRP is available at the Company's website, www.mastermyne.com.au under the "Investors" tab, or by calling the Company on 07 4963 0400.

Recommendation: The Board (with the Directors eligible to participate in the EPRP abstaining, being the executive Directors of the Company) unanimously recommends that shareholders vote in favour of Resolution 3.

Item 5 – Issue of Performance Rights to Mr Tony Caruso, Managing Director or his Nominee (Resolution 4)

Shareholder approval of the issue to Mr Caruso or his nominee of performance rights under the Mastermyne Group Limited Employee Performance Rights Plan is sought for all purposes, including under ASX Listing Rule 10.14. Under ASX Listing Rule 10.14, the Company must seek shareholder approval to issue securities to Directors under an employee incentive scheme. The Company has issued performance rights to acquire ordinary shares in the Company to Mr Caruso, Managing Director or his nominee, subject to shareholder approval.

The proposed issue is in accordance with the Mastermyne Group Limited Employee Performance Rights Plan rules (which are available at www.mastermyne.com.au under the "Investors" tab) and the specific offer to Mr Caruso is summarised below.

The issue of performance rights to Mr Caruso as detailed in this Notice of Meeting and Explanatory Statement forms, in the opinion of the other Directors of the Company, part of the reasonable remuneration of Mr Caruso by the Company.

Specific information which must be provided to shareholders in accordance with ASX Listing Rule 10.15 is set out below.

Type of Securities	Performance rights - a right to acquire per performance right on payment of the exercise price and subject to vesting 1 fully paid ordinary share in Mastermyne Group Limited ACN 142 490 579.									
Plan	Mastermyne Group Limited Employee Performance Rights Plan.									
Numbers of Rights Granted Subject to Shareholder Approval	<p>FY 2014 Performance Rights:</p> <ul style="list-style-type: none"> - 245,000 FY2014 Total Shareholder Return (TSR) Rights - 105,000 FY2014 Earnings per Share (EPS) Rights <p>FY 2015 Performance Rights:</p> <ul style="list-style-type: none"> - 245,000 FY2015 TSR Rights - 105,000 FY2015 EPS Rights <p>FY 2016 Performance Rights:</p> <ul style="list-style-type: none"> - 245,000 FY2016 TSR Rights - 105,000 FY2016 EPS Rights 									
Amount payable for the Rights	Nil consideration will be sought in relation to the rights granted.									
Exercise Price of the Rights	<p>In respect of:</p> <ul style="list-style-type: none"> - each vested TSR Right: VWAP x 1.05; and - each vested EPS Right: 75% x (VWAP x 1.05). <p>VWAP means the volume weighted average price of the Company's shares in the 20 trading day period ending on 30 June 2013.</p>									
Issue Date of Rights	The rights will be issued no later than 1 July 2013.									
Term of the Rights	Expire 12 months after the vesting date, subject to the non-lapsing provisions set out below under the heading "Performance Measures".									
Vesting of Rights	Vesting of the rights will be subject to achievement of the performance measures set out below and the eligible participant being employed at the vesting date.									
Performance Measures	<p>In respect of TSR Rights the Company achieving (based on audited index and shareholder return data) the following Total Shareholder Return (TSR) ranking relative to the S&P/ASX 300 Accumulation Index for the period of 1 July 2013 to the end of the period:</p> <ul style="list-style-type: none"> o 30 June 2014 for FY2014 TSR Rights; o 30 June 2015 for FY2015 TSR Rights; and o 30 June 2016 for FY2016 TSR Rights: <table border="1" style="margin-left: 40px;"> <thead> <tr> <th>Hurdle</th> <th>TSR ranking</th> <th>Percentage of TSR Rights vesting</th> </tr> </thead> <tbody> <tr> <td>Hurdle 1</td> <td>Top 40th percentile</td> <td>50%</td> </tr> <tr> <td>Hurdle 2</td> <td>Top 20th percentile</td> <td>100%</td> </tr> </tbody> </table>	Hurdle	TSR ranking	Percentage of TSR Rights vesting	Hurdle 1	Top 40th percentile	50%	Hurdle 2	Top 20th percentile	100%
Hurdle	TSR ranking	Percentage of TSR Rights vesting								
Hurdle 1	Top 40th percentile	50%								
Hurdle 2	Top 20th percentile	100%								

Where Hurdle 1 has been met but Hurdle 2 has not been met, the Board may, in its sole discretion, waive or modify Hurdle 2, such that up to 100% of the FY2014, FY2015 or FY2016 Performance Rights (which ever is relevant) may vest on a pro rata basis.

Non-lapsing of FY 2014 TSR Rights - Any FY2014 TSR Rights that do not vest based on the hurdles set out above do not immediately lapse but remain valid, and if they meet the hurdles on a cumulative basis with the FY2015 TSR Rights as at 30 June 2015 and/or with the FY2016 TSR Rights as at 30 June 2016, then they may be exercised within ten business days after the FY2015 TSR Rights vest (along with any FY2015 TSR Rights) or the FY2016 TSR Rights vest (along with any FY2016 TSR Rights), as applicable.

Non-lapsing of FY 2015 TSR Rights - Any FY2015 TSR Rights that do not vest based on the hurdles set out above do not immediately lapse but remain valid, and if they meet the hurdles on a cumulative basis with the FY2016 TSR Rights as at 30 June 2016, then they may be exercised within ten business days after the FY2016 TSR Rights vest.

In respect of EPS rights the Company achieving (based on audited financial results) the following Earnings per Share (**EPS**) growth ranking relative to the S&P/ASX 300 Accumulation Index for the period of 1 July 2013 to end of the period:

- o 30 June 2014 for FY2014 EPS Rights;
- o 30 June 2015 for FY2015 EPS Rights; and
- o 30 June 2016 for FY2016 EPS Rights

Hurdle	Earnings per Share Growth Ranking	Percentage of EPS Rights vesting
Hurdle 1	Top 35th percentile	50%
Hurdle 2	Top 20th percentile	100%

Where Hurdle 1 has been met but Hurdle 2 has not been met, the Board may, in its sole discretion, waive or modify Hurdle 2, such that up to 100% of the FY2014, FY2015 or FY2016 Performance Rights (whichever is relevant) may vest on a pro rata basis.

Non-lapsing of FY 2014 EPS Rights - Any FY2014 EPS Rights that do not vest based on the hurdles set out above do not immediately lapse but remain valid, and if they meet the hurdles on a cumulative basis with the FY2015 EPS Rights as at 30 June 2015 and/or with the FY2016 EPS Rights as at 30 June 2016, then they may be exercised within ten business days after the FY2015 EPS Rights vest (along with any FY2015 EPS Rights) or the FY2016 EPS Rights vest (along with any FY2016 EPS Rights), as applicable.

Non-lapsing of FY 2015 EPS Rights - Any FY2015 EPS Rights that do not vest based on the hurdles set out above do not immediately lapse but remain valid, and if they meet the hurdles on a cumulative basis with the FY2016 EPS Rights as at 30 June 2016, then they may be exercised within ten business days after

	the FY2016 EPS Rights vest.
Total Shareholder Return (TSR)	<p>TSR is the total return on shares to investors calculated as income and capital gain over the period commencing on the first day of a financial year and ending on the final day of financial year.</p> <p>TSR will be calculated on the basis of a fully diluted Company share price and any Company share price component of the TSR ranking as at 30 June 2014, 30 June 2015 or 30 June 2016 will be calculated by reference to the volume weighted average price of the Company's shares in the 20 trading period ending on 30 June 2013.</p>
Earnings Per Share (EPS)	<p>EPS is the amount calculated by using the method for calculating basic earnings per share in accordance with Accounting Standard AASB 133 Earnings Per Share.</p> <p>For the purposes of calculating the Company's EPS Growth ranking EPS will be calculated on the basis of a fully diluted Company share price and the EPS of the Company for the financial year ended 30 June 2013.</p>
Performance Measurement Period	<p>FY 2014 Performance Rights: 1 year ending on 30 June 2014.</p> <p>FY 2015 Performance Rights: 2 years ending on 30 June 2015.</p> <p>FY 2016 Performance Rights: 3 years ending on 30 June 2016.</p>
Dealing Restrictions	<p>Rights may not be sold but can be exercised after they vest:</p> <ol style="list-style-type: none"> shares provided upon exercise of vested FY2014 Performance Rights are restricted shares for 12 months after the vesting date; shares provided upon exercise of vested FY2015 Performance Rights are restricted shares for 12 months after the vesting date; and shares provided upon exercise of vested FY2016 Performance Rights are restricted shares until 1 January 2017, <p>unless the Board, in its sole discretion, determines to waive such selling restrictions earlier.</p>
Exercise of Vested Rights	<p>Vested rights may be exercised at any time within 12 months of the date of vesting, except where FY2014 Performance Rights and FY2015 Performance Rights do not meet the hurdles outlined above and are assessed on a cumulative basis with FY2015 Performance Rights and FY2016 Performance Rights respectively, and then those FY2014 Performance Rights and FY2015 Performance Rights must be exercised within ten business days after the vesting of the FY2015 Performance Rights and FY2016 Performance Rights.</p> <p>On exercise the Board will secure the shares via a new issue.</p>
Termination of Employment	<p>The Board will determine the extent, if any, to which unvested rights will vest. Subject to the terms set out above, any rights that do not vest will lapse.</p>
Takeover	<p>The Board may in its absolute discretion resolve that:</p> <ol style="list-style-type: none"> any unexercised performance rights (whether vested or not) will be exercisable; or any restrictions on trading cease.

Bonus Issues and Capital Reconstructions	In the event of a pro rata bonus issue of Company shares or any reorganisation of the issued capital of the Company the number of rights will be adjusted as determined by the Board to ensure that no advantage or disadvantage accrues to holders of rights from such actions.
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Recommendation: The Board (with Mr Caruso and any other Director who is eligible to participate in any employee incentive scheme in relation to the Company abstaining) unanimously recommends that Shareholders vote in favour of the performance rights issue to Mr Caruso, Managing Director of the Company or his nominee.

Item 6 – Proportional Takeover Approval Provisions (Resolution 5)

Introduction

Articles 79 and 80 of the Company's Constitution contain provisions dealing with proportional takeover bids for the Company's shares in accordance with the Corporations Act.

Under section 648G of the Corporations Act and Article 79(b) of the Company's Constitution, the proportional takeover approval provisions must be renewed every three years or they will cease to have effect. The Company's Constitution was adopted by shareholders on 10 March 2010 as a result the provisions will expire on 10 March 2013, but as that date is prior to the next AGM the Company is seeking to renew the proportional takeover approval provisions at the annual general meeting.

If Resolution 5 is approved, the proportional takeover approval provisions will have effect for 3 years from the date the Resolution is passed.

The Corporations Act requires that the following information be provided to shareholders when they are considering the renewal of proportional takeover approval provisions in a constitution.

What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover bid includes the bidder offering to buy a proportion only of each shareholder's shares in the Company. This means that control of the Company may pass without shareholders having the chance to sell all their shares to the bidder. It also means the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its Constitution that:

- (i) in the event of a proportional takeover bid being made for shares in the Company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and

- (ii) the majority decision of the Company's shareholders will be binding on all shareholders.

The Directors consider that shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without shareholders being given the opportunity to dispose of all of their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid shareholders feeling pressure to accept the bid even if they do not want it to succeed.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid not less than 15 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for 3 years after the date they are adopted as part of the Company's Constitution. As noted above, the provisions may be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

Potential advantages and disadvantages

The renewal of the proportional takeover approval provisions will allow the Directors to ascertain shareholders' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The provisions in Articles 79 & 80 of the Company's Constitution will ensure that all shareholders have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to result in a potential bidder structuring its offer in a way which is attractive to a majority of shareholders, including appropriate pricing. Similarly, knowing the view of the majority of shareholders may help individual shareholders assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of shareholders to freely deal with their

shares. As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Copies of the Company's Constitution are available on request and may be inspected at the Company's registered office during normal office hours prior to the meeting and will be available for inspection at the meeting.

Recommendation: The Board considers that the renewal of the proportional takeover approval provisions under Articles 79 and 80 of the Company's Constitution are in the best interests of shareholders and accordingly unanimously recommends that shareholders vote in favour of this resolution.

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 2012 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 2012. This Question Form must be received by the Company Secretary by no later than 5:00pm on Friday 16 November 2012.

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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Annexure "A"

Employee Performance Rights Plan

Summary of Terms & Conditions

The Employee Performance Rights Plan (**EPRP**) has been adopted to allow eligible employees to receive rights to subscribe for shares in the Company. The rules of the EPRP are summarised below:

1. Participation in the EPRP may be offered to anyone who is a full or permanent part-time employee of the Company or its related bodies corporate, or such other person as the Board determines but who is not a non-executive director of the Company (referred to as an **Eligible Participant**). Therefore, executive directors or their associates (as approved by the Board) may participate in the EPRP, subject to receiving relevant shareholder approval.
2. Each right (**Performance Right**) entitles the holder to subscribe for one Share in the Company. The specific terms relevant to each Eligible Participant will be determined by the offer of Performance Rights made by the Company to each Eligible Participant.
3. The Performance Rights are granted for free. The Performance Right exercise price will be determined by the Board and detailed in the offer of Performance Rights made by the Company to each Eligible Participant.
4. The Performance Rights expire on the date that is seven years after the grant date, or such other date as determined by the Board at the time of the grant. However, the Performance Rights will lapse immediately if the Eligible Participant ceases to be an employee of the Company or its related bodies corporate and the conditions set out in the offer of Performance Rights have not been met.
5. Performance Rights are not assignable, unless the Board, in its discretion, allows a renunciation of an offer in favour of a nominated associate of the Eligible Participant.
6. Any share issued on exercise of a Performance Right ranks equally in all respects with shares of the Company already on issue at the date of exercise, unless the entitlement has a record date before the date of the issue of the share.
7. The Board may place restrictions on shares issued under the EPRP.
8. A grant of Performance Rights does not confer on a participant the right to receive a dividend, or to receive notice of, or vote at, a meeting of members of the Company before the Performance Right is exercised.
9. A participant may only participate in a new issue of shares by the Company if the Performance Right has been exercised in accordance with its terms, and shares have been allotted on or before the record date for determining entitlements to the issue.

10. The total number of Shares to be reserved for issuance under the EPRP and any other employee share scheme shall not exceed 5% of the total number of the Company's issued shares at the date of the offer of Performance Rights.
11. Subject to the ASX Listing Rules, the Company may at any time, by written instrument or by resolution of the Board, amend all or any of the provisions of the EPRP. However, subject to the ASX Listing Rules or any law, no amendment of the EPRP may be made if it would reduce the rights of any Participant in respect of his or her outstanding Performance Rights unless the Company provides compensation so that the participant remains no worse off as a result of the amendment.



Mastermyne
Underground • Services • Engineering
Mastermyne Group Limited
ACN 142 490 579

LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



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: 1300 554 474



X99999999999

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:

<p>A VOTE DIRECTLY</p> <p><input type="checkbox"/> elect to lodge my/our vote(s) directly (mark box)</p> <p>i in relation to the Annual General Meeting of the Company to be held at 11:00am on Monday, 26 November 2012, 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.</p>	<p>OR</p>	<p>B APPOINT A PROXY</p> <p><input type="checkbox"/> the Chairman of the Meeting (mark box)</p> <p>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. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>If no person/body corporate is named, the Chairman of the Meeting, is appointed 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 on Monday, 26 November 2012, at Level 1, 45 River Street, Mackay, QLD and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.</p>
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The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business. 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

	For	Against	Proxy Only Abstain*		For	Against	Proxy Only Abstain*
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Issue of Performance Rights to Mr Tony Caruso, Managing Director or his Nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Darren Hamblin as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Proportional Takeover Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Refresh Approval for the Employee Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * If you are voting under Box B and 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.

STEP 3 IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolutions 3 and 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of these Resolutions and that votes cast by him/her for these Resolutions, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 3 and 4 and your votes will not be counted in calculating the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 3 and 4.

STEP 4 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

<p>Shareholder 1 (Individual)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Joint Shareholder 2 (Individual)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director/Company Secretary (Delete one)</p>	<p>Joint Shareholder 3 (Individual)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director</p>
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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 have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote.

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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

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 Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) 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.
- (b) 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 on Saturday, 24 November 2012**, 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 using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy 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, 1A Homebush Bay Drive, Rhodes NSW 2138 or 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.