

MASTERMYNE GROUP LIMITED

ACN 142 490 579

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting of the shareholders of Mastermyne Group Limited (**Company** or **Mastermyne**) will be held at the Company's Registered Office, Level 1, 45 River Street, Mackay, Queensland on Monday 25 November 2013, 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 2013.

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 2013.”

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 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 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 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
23 October 2013

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 at one 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.

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 2013. 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 under the "Investors" tab at www.mastermyne.com.au.
- 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 15~30 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 and produce suitable identification.

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 23 November 2013, 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, 1A Homebush Bay Drive, Rhodes NSW 2138 or 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 23 November 2013, 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 23 November 2013, 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 23 November 2013, 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 23 November 2013, 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 Company's Registered Office 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 23 November 2013. 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 should 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 15 November 2013) 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 25 November 2013.

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 2013 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 James Wentworth 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 James Wentworth retires from office by rotation and submits himself for re-election.

Mr Wentworth was appointed as an independent non-executive Director on 30 March 2011 and is chair of the 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 19 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 CFO/Company Secretary 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 re-electing Mr 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 2013 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 2013. This Question Form should be received by the Company Secretary by no later than 5:00pm on Friday 15 November 2013.

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: 1300 554 474 Overseas: +61 1300 554 474



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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
<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 (Queensland time) on Monday, 25 November 2013, 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><input type="checkbox"/> the Chairman of the Meeting (mark 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. 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 (Queensland time) on Monday, 25 November 2013, at the Company's Registered Office, Level 1, 45 River Street, Mackay, Queensland 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>

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

STEP 2 VOTING DIRECTIONS

	For	Against	Proxy Only Abstain*
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr James Wentworth as a Director	<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 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) <div style="border: 1px solid black; height: 30px; width: 100%;"></div>	Joint Shareholder 2 (Individual) <div style="border: 1px solid black; height: 30px; width: 100%;"></div>	Joint Shareholder 3 (Individual) <div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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 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; and
- (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 (Queensland time) on Saturday, 23 November 2013**, 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.**