

MASTERMYNE GROUP LIMITED

ACN 142 490 579

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a 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 Thursday, 2 April 2015, commencing at 9.00am am (Queensland time).

AGENDA

SPECIAL BUSINESS

1 APPROVAL OF FINANCIAL ASSISTANCE

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

"That, for the purposes of section 260B of the Corporations Act (Cth) 2001 and for all other purposes, Shareholders approve the giving of financial assistance by each subsidiary of the Company for the acquisition by the Company of all of the ordinary shares in Diversified Mining Services Limited ACN 126 482 282 as described."

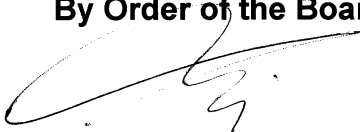
Note:

There are no voting exclusions applicable to this resolution. All shareholders may vote on this resolution.

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



Chris Kneipp
Company Secretary
2 March 2015

HOW TO VOTE

Shareholders can vote in one of five ways:

- by attending the 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.

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 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 General Meeting are asked to arrive at the venue 15~30 minutes prior to the time designated for the 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 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 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 9.00am am (Queensland time) on Tuesday, 31 March 2015, or if the 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 9.00am am (Queensland time) on Tuesday, 31 March 2015, or if the 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 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 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 9.00am (Queensland time) on 31 March 2015, or if the 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 9.00am (Queensland time) on Tuesday, 31 March 2015, or if the 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 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 9.00am (Queensland time) on Tuesday, 31 March 2015, or if the 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 General Meeting, or at the registration desk for the General Meeting at the Company's Registered Office from 9.00am (Queensland time) on the day of the General Meeting until the commencement of the 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 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 Tuesday, 31 March 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

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 General Meeting to be held at 9.00am on Thursday, 2 April 2015.

Item 1 - Financial Assistance

The Transaction

In December 2014, by virtue of a scheme of arrangement pursuant to section 411 of the Corporations Act 2001 (Cth), the shares in Diversified Mining Services Limited ACN 126 582 282 (**DMS**) were acquired by the Company (**Transaction**).

As a result of the scheme, DMS and the entities listed below became part of the Mastermyne group:

- (a) DMS Mining Services Pty Ltd ACN 144 047 263;
- (b) Anderson Industries (Aust) Pty Ltd ACN 071 314 666;d
- (c) East Coast Engineering (Qld) Pty Ltd ACN 056 933 094;
- (d) Falcon Mining Pty Ltd ACN 099 182 368;
- (e) Velamont Pty Ltd ACN 130 630 885;
- (f) Ausscaffold Pty Ltd ACN 106 800 837;
- (g) DMS Field Maintenance Pty Ltd ACN 088 081 912;
- (h) Machinetek Engineering Pty Ltd ACN 107 394 472; and
- (i) Anderson Mine Services Pty Ltd ACN 087 427 085,

(the **DMS Subsidiaries**).

Particulars of the financial assistance

As part of the Transaction, the Company arranged financial accommodation to be provided by its financier, Westpac Banking Corporation (**Westpac**).

Westpac requires the Company and each subsidiary of the Company, including the DMS Subsidiaries, (**Subsidiaries**) to enter into certain financing documents for the purposes of the financial accommodation provided by Westpac to the Company and the Subsidiaries (**Mastermyne Group**). Each Mastermyne Group entity is required to enter into various agreements, including but not limited to, facility agreements and security documents granting security over its assets for the performance of the Mastermyne Group under the financing arrangements.

This constitutes financial assistance and assisted the Company to acquire all of the ordinary shares in DMS.

Effect of the financial assistance on the Mastermyne Group

If the Company or any Subsidiary does not repay the financial accommodation in accordance with its terms and enforcement action is taken, Westpac will rank ahead of other creditors of the Mastermyne Group with respect to the money payable under the financing arrangements.

If the Company or any Subsidiary becomes insolvent and is wound up, its assets will be first applied in the repayment of the financing arrangements to Westpac, as secured creditor, then to unsecured creditors and finally to members. The financial assistance will reduce the amount which may be available to members on winding up.

Corporate Benefit

The Board considers the Mastermyne Group will benefit from each DMS Subsidiary becoming part of the wider group.

The financing arrangements are expected to be advantageous to the conduct, promotion and attainment of the business of the Mastermyne Group, including the business of the DMS Subsidiaries.

The Board believes the execution, delivery and performance of the documents relating to the financing arrangements is in the best interests of the Company and each Subsidiary. The obligations of each Subsidiary under those documents are consistent with the obligations assumed by the Company.

Reasons for approval

Under section 260A of the Corporations Act, a company may financially assist a person to acquire shares in the Company if the assistance is approved by members under section 260B of the Corporations Act. Section 260B Corporations Act requires:

- (i) each member of each DMS Subsidiary to approve the giving of the financial assistance and entering into the financing documents by the relevant DMS Subsidiary; and
- (ii) a special resolution of the members of Mastermyne approving the financial assistance.

It is proposed that the giving of the financial assistance and entering into the financing documents be approved as a special resolution in accordance with section 260B of the Corporations Act.

Directors recommendation

The Board confirms that the sole member of each DMS Subsidiary has approved the financial assistance and recommends that members vote in favour of the special resolution.



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

02 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138;



ALL ENQUIRIES TO

Telephone: 1300 554 474



X99999999999

PROXY FORM

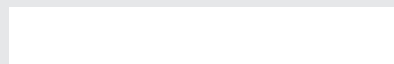
I/We being a member(s) of Mastermyne Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



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 you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **9:00am (QLD time) on Tuesday, 31 March 2015 at Level 1, 45 River Street, Mackay, Queensland 4740** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies 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 ☒

Resolution

For Against Abstain*

1 Approval of Financial Assistance



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



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 SHAREHOLDER PROXY 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.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may 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.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy 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 lodge 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 or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (QLD time) on Sunday, 29 March 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy 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

02 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**