PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

NIUMINCO GROUP LIMITED

ABN: 44 009 163 919

REGISTERED OFFICE:

SYDNEY NSW 2000

139 MACQUARIE STREET

LEVEL 8

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd All Correspondence to: PO BOX 535,

APPLECROSS WA 6953 AUSTRALIA

770 Canning Highway,

		T: +	PPLECROSS WA 6153 AUSTRALIA 61 8 9315 2333 F: +61 8 9315 2233 E: registrar@securitytransfer.com.au W: www.securitytransfer.com.au
		Code:	NIU
		Holder Number:	
	SECTION A: Appointment of Proxy		
I/We, the above named, being registered holders of the 0	Company and entitled to attend and vote hereby a	appoint:	
OR			
The meeting Chairperson (mark with an "X")	The name of th (if this person is someone of	ne person you are appointing ther than the Chairperson of	
or failing the person named, or if no person is named, the accordance with the following directions (or if no direction on Friday 22nd November 2013 at Mezzanine Level, 3 S	ons have been given, as the Proxy sees fit) at the A	Annual General Meeting of the	
	SECTION B: Voting Directions to your Pr	roxy	
Please mark "X" in the box to indicate your voting direct Resolution 1. Approval of Remuneration Report 2. Re-election of a Director - Prof Ian Plimer 3. Approval of Issue of 1,000,000 shares to Goward P 4. Approval of Issue of 2,098,214 shares to Alan David 5. Approval of Issue of 4,400,000 shares to Inkex Pty 6. Approval of Issue of 1,300,000 shares to Patermat 7. Approval of Placement of 21,908,250 Ordinary shall 8. Approval of 10% Placement Facility	Pty Limited ris Pty Ltd r Ltd Pty Ltd		For Against Abstain*
If no directions are given my proxy may vote as the proxy If you mark the Abstain box for a particular item, you are directing your for a particular item, you are directing your for grant the Chairperson as your proxy By marking this box, you acknowledge that the Chairperson may edisregarded because of that interest. If you do not mark this box, and calculating the required majority if a poll is called on the resolution. This section must be signed in accordance with the infinity individual or Security Holder	Proxy not to vote on your behalf on a show of hands or on a poll: y and you do not wish to direct the Chairperson hove exercise your proxy even if he has an interest in the outcome of the and you have not directed your proxy how to vote, the Chair will note. The Chairperson of the Meeting intends to vote undirected proxists SECTION C: Please Sign Below instructions overleaf to enable your directions Security Holder 2	w to vote on Resolution 1, please the resolution and votes cast by him/her not cast your votes on the resolution and vises in favour of the resolution.	se mark "X" in the box. r other than as a proxy holder will be d your votes will not be counted in ecurity Holder 3
Sole Director and Sole Company Secretary 9467347875 Reference Number:	Director	Director / C	Company Secretary

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My/Our contact details in case of enquiries are:				
NAME	TELEPHONE NUMBER			

NOTES

1. Name and Address

This is the name and address on the Share Register of Niuminco Group Limited . If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Niuminco Group Limited .

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) 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 +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

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

<u>Joint Holding:</u> where the holding is in more than one name, all of the Shareholders must sign.

<u>Power of Attorney:</u> to sign under Power of Attorney you must have already lodged this document with the Company's share 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.

<u>Companies:</u> 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than10.00am on Wednesday 20thNovember 2013, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd PO BOX 535 Applecross, Western Australia 6953

Street Address: Alexandrea House, Suite 1 770 Canning Highway Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.