

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:
LEVEL 8
139 MACQUARIE STREET
SYDNEY NSW 2000

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
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Code: NIU

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

Input box for Chairperson appointment

OR

Input box for proxy name appointment

The meeting Chairperson
(mark with an "X")

The name of the person you are appointing
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10.00am on Friday 22nd November 2013 at Mezzanine Level, 3 Spring Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

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 Pty Limited
4. Approval of Issue of 2,098,214 shares to Alan Davis Pty Ltd
5. Approval of Issue of 4,400,000 shares to Inkex Pty Ltd
6. Approval of Issue of 1,300,000 shares to Paternat Pty Ltd
7. Approval of Placement of 21,908,250 Ordinary shares
8. Approval of 10% Placement Facility

Table with 3 columns: For, Against, Abstain* and 8 rows corresponding to resolutions.

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* 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.

If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote on Resolution 1, please mark "X" in the box.
By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chairperson of the Meeting intends to vote undirected proxies in favour of the resolution.

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Signature lines for Individual or Security Holder, Security Holder 2, and Security Holder 3.

9467347875 Reference Number:

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