

## Letter from the Chairman of Dominion



16 December 2010

### Dear Dominion Shareholder

On behalf of the Board of Directors, it is my pleasure to invite you to the Share Scheme Meeting to consider and, if thought fit, approve the scheme of arrangement (**Share Scheme**) whereby Kingsgate Consolidated Limited (**Kingsgate**) proposes to acquire all outstanding shares in Dominion Mining Limited (**Dominion**).

In consideration for your Dominion shares, you will receive 0.31 ordinary Kingsgate shares for each Dominion share you hold on the Share Scheme Record Date.

The Dominion Directors have unanimously recommended that Dominion Shareholders vote in favour of the Share Scheme, in the absence of a superior proposal.

**The Share Scheme Meeting is to be held  
at 10.00am (Sydney time) on Wednesday, 2 February 2011  
at the Metcalfe Auditorium, State Library of NSW, Macquarie Street,  
Sydney, New South Wales.**

Enclosed with this letter is the Notice of Share Scheme Meeting, the explanatory statement (in the form of a Scheme Booklet) and a proxy form.

I encourage you to read the Scheme Booklet carefully as it contains important information, including the benefits and the potential disadvantages and risks of the Share Scheme, and will assist you to decide how to vote in relation to the Share Scheme.

### Your vote is important in determining whether or not the Share Scheme proceeds.

If you are unable to attend the Share Scheme Meeting, you can vote by completing and returning the enclosed proxy form by **10.00am (Sydney time) on Monday, 31 January 2011** in accordance with the instructions set out on the proxy form. Alternatively, you can lodge your proxy on-line at [www.registries.com.au/vote/dominionscheme](http://www.registries.com.au/vote/dominionscheme).

We look forward to seeing you at the Share Scheme Meeting.

Yours sincerely



**Peter C Joseph AM**  
Chairman  
Dominion Mining Limited

## Letter from the Chairman of Dominion



16 December 2010

### Dear Dominion Optionholder

On behalf of the Board of Directors, it is my pleasure to invite you to the Option Scheme Meeting to consider and, if thought fit, approve the scheme of arrangement (**Option Scheme**) whereby all outstanding Dominion Mining Limited options will be cancelled in return for ordinary shares in Kingsgate Consolidated Limited.

The Dominion Directors have unanimously recommended that Dominion Optionholders vote in favour of the Option Scheme, in the absence of a superior proposal.

**The Option Scheme Meeting is to be held  
at 11.15am (Sydney time) on Wednesday, 2 February 2011  
at the Metcalfe Auditorium, State Library of NSW, Macquarie Street,  
Sydney, New South Wales or as soon thereafter as the Share Scheme Meeting  
commencing at 10.00am (Sydney time) is concluded.**

Enclosed with this letter is the Notice of Option Scheme Meeting, the explanatory statement (in the form of a Scheme Booklet) and a proxy form.

I encourage you to read the Scheme Booklet carefully as it contains important information, including the benefits and the potential disadvantages and risks of the Option Scheme, and will assist you to decide how to vote in relation to the Option Scheme.

### **Your vote is important in determining whether or not the Option Scheme proceeds.**

If you are unable to attend the Option Scheme Meeting, you can vote by completing and returning the enclosed proxy form by **10.00am (Sydney time) on Monday, 31 January 2011** in accordance with the instructions set out on the proxy form.

We look forward to seeing you at the Option Scheme Meeting.

Yours sincerely



**Peter C Joseph AM**  
Chairman  
Dominion Mining Limited

# Notice of Share Scheme Meeting

## **NOTICE OF COURT ORDERED MEETING OF HOLDERS OF ORDINARY SHARES IN DOMINION MINING LIMITED ACN 000 660 864**

**NOTICE IS HEREBY GIVEN** that, by an order of the Federal Court of Australia (**Court**) made on 16 December 2010 pursuant to section 411(1) of the Corporations Act, a meeting of the holders of fully paid ordinary shares (**Dominion Shareholders**) in Dominion Mining Limited ACN 000 660 864 (**Dominion**) will be held at:

Metcalfe Auditorium, State Library of NSW,  
Macquarie Street, Sydney, New South Wales  
on

Wednesday, 2 February 2011  
commencing at 10.00am (Sydney time).

The Court has also directed that Mr Peter Joseph act as Chairman of the meeting, or failing him, Mr John Gaskell, and has directed the Chairman to report the result of the meeting to the Court.

## Notice of Share Scheme Meeting

### Purpose of this meeting

The purpose of this meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without modification) proposed to be made between Dominion and the Dominion Shareholders (**Share Scheme**).

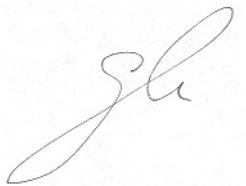
A copy of the Share Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Share Scheme are contained in the Scheme Booklet accompanying this notice of meeting.

### Resolution

To consider and, if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

*"That pursuant to and in accordance with section 411 of the Corporations Act, the share scheme of arrangement proposed to be entered into between Dominion and the Dominion Shareholders, as more particularly set out in the Scheme Booklet accompanying this notice of meeting, is agreed to (with or without modification as approved by the Court)."*

By order of the Board of  
**Dominion Mining Limited**



**Ross Coyle**  
Company Secretary

16 December 2010

# Notice of Share Scheme Meeting

## EXPLANATORY NOTES

- (1) **General:** Capitalised terms used in this notice of meeting (and not otherwise defined in it) have the meanings set out in the Glossary contained in the Scheme Booklet accompanying this notice of meeting.  
This notice of meeting should be read in conjunction with the entire Scheme Booklet accompanying this notice of meeting. The Scheme Booklet contains important information to assist Dominion Shareholders in determining how to vote on the proposed resolution.
- (2) **Required majorities:** In accordance with section 411(4)(a)(ii) of the Corporations Act, the resolution to approve the Share Scheme must be approved by:
  - (a) unless the Court orders otherwise, a majority (i.e. more than 50%) in number of Dominion Shareholders voting on the resolution (whether in person or by proxy, attorney or corporate representative); and
  - (b) at least 75% of the total number of votes cast by Dominion Shareholders on the resolution (whether in person or by proxy, attorney or corporate representative).
- (3) **Court approval:** The Share Scheme is conditional (among other things) on approval by order of the Court. If the resolution set out in this notice of meeting is passed (with or without modification) in accordance with the requisite majorities set out above and the conditions precedent to the Share Scheme referred to in Section 6.3 of the Scheme Booklet are satisfied or, where applicable, waived, Dominion intends to apply to the Court for the necessary orders to give effect to the Share Scheme. The Court has a discretion to approve the Share Scheme where it is approved by at least 75% of all votes cast on the Share Scheme Resolution but not by a majority in number of Dominion Shareholders voting on the Share Scheme Resolution: refer to section 411(4)(a)(ii)(A) of the Corporations Act.
- (4) **Voting entitlement:** Each person who is recorded in the Dominion Share Register as the holder of Dominion Shares as at 7.00pm (Sydney time) on Monday, 31 January 2011 is entitled to attend and vote at the Share Scheme Meeting.
- (5) **How to vote:** Voting at the Share Scheme Meeting will occur by poll. Dominion Shareholders entitled to vote at the Share Scheme Meeting may vote in one of the following ways:
  - by attending the Share Scheme Meeting and voting in person;
  - by appointing a proxy to attend the Share Scheme Meeting and vote on their behalf, using the proxy form accompanying the Scheme Booklet;
  - by appointing an attorney to attend the Share Scheme Meeting and vote on their behalf; or
  - in the case of bodies corporate, by appointing an authorised corporate representative pursuant to section 250D of the Corporations Act to attend the Share Scheme Meeting and vote on their behalf.
- (6) **Attending the Share Scheme Meeting:** Dominion Shareholders or their representatives who plan to attend the Share Scheme Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Share Scheme Meeting is to commence, so that their shareholding may be checked against the Dominion Share Register, their power of attorney or appointment as proxy or corporate representative can be verified (as the case may be) and their attendance noted.
- (7) **Jointly held shares:** If Dominion Shares are jointly held, only one of the joint shareholders is entitled to vote. If more than one shareholder votes in respect of jointly held Dominion Shares, only the vote of the shareholder whose name appears first on the Dominion Share Register will be counted.
- (8) **Voting in person:** To vote in person at the Share Scheme Meeting, Dominion Shareholders must attend the Share Scheme Meeting to be held at the Metcalfe Auditorium, State Library of NSW, Macquarie Street, Sydney, New South Wales on Wednesday, 2 February 2011. The meeting will commence at 10.00am (Sydney time).
- (9) **Voting by proxy:** A Dominion Shareholder entitled to attend and vote may appoint a proxy to attend the Share Scheme Meeting and vote in their place. A proxy need not be a Dominion Shareholder. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. If proportions or numbers are not specified, each proxy may exercise half the Dominion Shareholder's votes. Fractions of votes will be disregarded. Appointing a proxy will not preclude a Dominion Shareholder from attending the Share Scheme Meeting in person and voting at the meeting instead of their proxy. To appoint a proxy, Dominion Shareholders should complete the relevant section of the proxy form accompanying the Scheme Booklet. A proxy form can also be requested by contacting Registries Limited.

## Notice of Share Scheme Meeting

For the appointment of a proxy to be effective, the proxy form (together with any power of attorney or other authority under which the proxy form is signed or a certified copy of that power of attorney or authority) must be completed and received by no later than 10.00am (Sydney time) on Monday, 31 January 2011.

A proxy of a Dominion Shareholder should bring a copy of the proxy form (together with any power of attorney or other authority under which the proxy form is signed or a certified copy of that power of attorney or authority) to the Share Scheme Meeting to assist with admission to the Share Scheme Meeting.

(10) **Lodgement of proxy forms:** A proxy form must be:

- posted to Registries Limited in the reply paid envelope provided or, if you are outside of Australia or do not otherwise use the reply paid envelope, to Registries Limited at:  
Share Registry – Registries Limited,  
GPO Box 3993,  
Sydney NSW 2001, Australia;  
or
- delivered in person to Registries Limited at:  
Share Registry – Registries Limited,  
Level 7, 207 Kent Street,  
Sydney NSW 2000;  
or
- successfully transmitted by facsimile to Registries Limited on +61 2 9290 9655; or
- posted, delivered or successfully transmitted by facsimile to the registered office of Dominion; or
- submitted online at [www.registries.com.au/vote/dominionscheme](http://www.registries.com.au/vote/dominionscheme),  
so that it is received by no later than 10.00am (Sydney time) on Monday, 31 January 2011.

(11) **Voting by attorney:** A Dominion Shareholder entitled to attend and vote may appoint an attorney to attend the Share Scheme Meeting and vote on their behalf. An attorney need not be a Dominion Shareholder. The power of attorney, or a certified copy of the power of attorney, should be lodged with Registries Limited before the Share Scheme Meeting or brought to the Share Scheme Meeting.

(12) **Corporate representative:** To vote at the Share Scheme Meeting (other than by proxy or attorney), a Dominion Shareholder that is a corporation must appoint a person to act as its representative. The appointment must comply with the requirements of section 250D of the Corporations Act, meaning that Dominion will require a certificate of appointment of the representative (or such other document as the Chairman of the Share Scheme Meeting considers sufficient, together with any power of attorney or other authority under which the certificate or other document is signed or a certified copy of that power of attorney or authority).

A form of certificate of appointment can be obtained from Registries Limited.

The certificate of appointment (together with any power of attorney or other authority under which the certificate is signed or a certified copy of that power of attorney or authority) should be lodged with Registries Limited prior to the Share Scheme Meeting or brought to the Share Scheme Meeting.



# Dominion Mining Limited

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760 (outside Australia)  
+61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**

Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

«NameAddress1»  
«NameAddress2»  
«NameAddress3»  
«NameAddress4»  
«NameAddress5»  
«NameAddress6»

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Shareholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your shares using this form.**

## YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE, IT MUST BE RECEIVED BEFORE 10.00am (Sydney time) on Monday, 31 January 2011.**

## TO VOTE ONLINE



**STEP 1: VISIT [www.registries.com.au/vote/dominionscheme](http://www.registries.com.au/vote/dominionscheme)**

**STEP 2: Enter your holding/investment type**

**STEP 3: Enter your Reference Number and VAC: «VAC»**

**Reference Number: «Reference»**

**Please note, it is important you keep this confidential**

## TO VOTE AT THE SHARE SCHEME MEETING BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of proxy

Indicate here who you want to appoint as your proxy.

If you wish to appoint the Chairman of the Share Scheme Meeting as your proxy, you should mark the box in Step 1 on the reverse of this proxy form. If you wish to appoint someone other than the Chairman of the Share Scheme Meeting as your proxy, please write the full name of that individual or body corporate in the space provided in Step 1 on the reverse of this proxy form. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Share Scheme Meeting will be your proxy. A proxy need not be a securityholder of Dominion. Do not write the name of Dominion or the Dominion Shareholder in the space.

#### Proxy which is a body corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission or must bring their "Appointment of Corporate Representative" to the meeting. An "Appointment of Corporate Representative" form can be obtained from Registries Limited.

#### Appointment of a second proxy

You are entitled to appoint up to two proxies to attend the Share Scheme Meeting and vote on the poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning Registries Limited or you may copy this proxy form.

To appoint a second proxy, you must:

- complete two proxy forms. On each proxy form state the percentage of your voting rights or the number of Dominion 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
- return both forms together in the same envelope.

### STEP 2 Voting directions to your proxy

You can tell your proxy how to vote.

To direct your proxy how to vote, place a mark in one of the boxes opposite the item of business in Step 2 on the reverse of this proxy form. All your Dominion 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 Dominion Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes, your proxy may vote as he or she chooses. If you mark more than one box, your vote will be invalid.

### STEP 3 Sign the Form

This proxy form **must** be signed as follows:

**Individual:** This proxy form is to be signed by the Dominion Shareholder;

**Joint holding:** Where the holding is in more than one name, all the Dominion Shareholders must sign;

**Power of attorney:** To sign under a power of attorney, you must either have already lodged that power of attorney (or a certified copy of it) with the registry or you must attach a certified copy of the power of attorney to this proxy form when you return it; or

**Companies:** This proxy form must be signed by a director jointly with either another director or a company secretary. Where the company has a sole director who is also the sole company secretary, this proxy form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a proxy

This proxy form (and any power of attorney under which it is signed (or a certified copy)) must be received at an address given below not later than 10.00am (Sydney time) on Monday, 31 January 2011.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL -** Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX -** + 61 2 9290 9655

**IN PERSON -** Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000

**TO DOMINION -** Posted, delivered or successfully transmitted by facsimile to the registered office of Dominion

### Vote online at:

**[www.registries.com.au/vote/dominionscheme](http://www.registries.com.au/vote/dominionscheme)  
or turn over to complete the proxy form →**

### Attending the Share Scheme Meeting

If you wish to attend the Share Scheme Meeting, please bring this form with you to assist registration.

**Dominion Mining Limited**

«NameAddress1»  
 «NameAddress2»  
 «NameAddress3»  
 «NameAddress4»  
 «NameAddress5»  
 «NameAddress6»

**\* «InvestorId**

**STEP 1 Appointment of proxy**

I/We being a member/s of **Dominion Mining Limited** and entitled to attend and vote hereby appoint:

the Chairman of the Share Scheme Meeting (mark with an "X") **OR**

If you are not appointing the Chairman of the Share Scheme Meeting as your proxy, please write here the full name of the individual or body corporate (excluding the registered Dominion Shareholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Share Scheme Meeting, as my/our proxy at the **Share Scheme Meeting of Dominion Mining Limited to be held at the Metcalfe Auditorium, State Library of NSW, Macquarie Street, Sydney, New South Wales on Wednesday, 2 February 2011 at 10.00am (Sydney time)** and at any adjournment of the Share Scheme Meeting, to act 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.

**STEP 2 Voting directions to your proxy – please mark  to indicate your directions**

Ordinary business		For	Against	Abstain*
Resolution	Approval of the share scheme of arrangement between Dominion Mining Limited and its ordinary shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Share Scheme Meeting intends to vote undirected proxies in favour of the above resolution.

\* If you mark the Abstain box, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majorities.

**STEP 3 PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

<b>Individual or Shareholder 1</b>	<b>Shareholder 2</b>	<b>Shareholder 3</b>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / /

# Notice of Option Scheme Meeting

## **NOTICE OF COURT ORDERED MEETING OF HOLDERS OF OPTIONS TO ACQUIRE FULLY PAID ORDINARY SHARES IN DOMINION MINING LIMITED ACN 000 660 864**

**NOTICE IS HEREBY GIVEN** that, by an order of the Federal Court of Australia (**Court**) made on 16 December 2010 pursuant to section 411(1) of the Corporations Act, a meeting of the holders of options to acquire fully paid ordinary shares (**Dominion Optionholders**) in Dominion Mining Limited ACN 000 660 864 (**Dominion**) will be held at:

Metcalfe Auditorium, State Library of NSW,  
Macquarie Street, Sydney, New South Wales

on

Wednesday, 2 February 2011  
commencing at 11.15am (Sydney time)

or as soon thereafter as the Share Scheme Meeting to be held on the same date is concluded.

The Court has also directed that Mr Peter Joseph act as Chairman of the meeting, or failing him, Mr John Gaskell, and has directed the Chairman to report the result of the meeting to the Court.

# Notice of Option Scheme Meeting

## Purpose of this meeting

The purpose of this meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without modification) proposed to be made between Dominion and the Dominion Optionholders (**Option Scheme**).

A copy of the Option Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Option Scheme are contained in the Scheme Booklet accompanying this notice of meeting.

## Resolution

To consider and, if thought fit, to pass the following resolution in accordance with section 411(4)(a)(i) of the Corporations Act:

*"That pursuant to and in accordance with section 411 of the Corporations Act, the option scheme of arrangement proposed to be entered into between Dominion and the Dominion Optionholders, as more particularly set out in the Scheme Booklet accompanying this notice of meeting, is agreed to (with or without modification as approved by the Court)."*

By order of the Board of  
**Dominion Mining Limited**



**Ross Coyle**  
Company Secretary

16 December 2010

# Notice of Option Scheme Meeting

## EXPLANATORY NOTES

- (1) **General:** Capitalised terms used in this notice of meeting (and not otherwise defined in it) have the meanings set out in the Glossary contained in the Scheme Booklet accompanying this notice of meeting.  
This notice of meeting should be read in conjunction with the entire Scheme Booklet accompanying this notice of meeting. The Scheme Booklet contains important information to assist Dominion Optionholders in determining how to vote on the proposed resolution.
- (2) **Required majorities:** In accordance with section 411(4)(a)(i) of the Corporations Act, the resolution to approve the Option Scheme must be approved by a majority (i.e. more than 50%) in number of Dominion Optionholders voting on the resolution (whether in person or by proxy or attorney) whose Dominion Options in aggregate are at least 75% (by value) of the total of all Dominion Options voted on the resolution.  
  
For this purpose, the value of a Dominion Optionholder's options will be equal to the value of the Option Scheme Consideration that would be payable to them under the Option Scheme in respect of their Dominion Options.
- (3) **Court approval:** The Option Scheme is conditional (among other things) on approval by order of the Court. If the resolution set out in this notice of meeting is passed (with or without modification) in accordance with the requisite majorities set out above and the conditions precedent to the Option Scheme referred to in Section 6.3 of the Scheme Booklet are satisfied or, where applicable, waived, Dominion intends to apply to the Court for the necessary orders to give effect to the Option Scheme.
- (4) **Voting entitlement:** Each person who is recorded in the Dominion Option Register as the holder of Dominion Options as at 7.00pm (Sydney time) on Monday, 31 January 2011 is entitled to attend and vote at the Option Scheme Meeting.
- (5) **How to vote:** Voting at the Option Scheme Meeting will occur by poll. Dominion Optionholders entitled to vote at the Option Scheme Meeting may vote in one of the following ways:
  - by attending the Option Scheme Meeting and voting in person;
  - by appointing a proxy to attend the Option Scheme Meeting and vote on their behalf, using the proxy form accompanying the Scheme Booklet; or
  - by appointing an attorney to attend the Option Scheme Meeting and vote on their behalf.
- (6) **Attending the Option Scheme Meeting:** Dominion Optionholders or their representatives who plan to attend the Option Scheme Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Option Scheme Meeting is to commence, so that their optionholding may be checked against the Dominion Option Register and their power of attorney or appointment as proxy can be verified (as the case may be) and their attendance noted.
- (7) **Voting in person:** To vote in person at the Option Scheme Meeting, Dominion Optionholders must attend the Option Scheme Meeting to be held at the Metcalfe Auditorium, State Library of NSW, Macquarie Street, Sydney, New South Wales on Wednesday, 2 February 2011. The meeting will commence at 11.15am (Sydney time) or as soon thereafter as the Share Scheme Meeting to be held on the same date is concluded.

## Notice of Option Scheme Meeting

- (8) **Voting by proxy:** A Dominion Optionholder entitled to attend and vote may appoint a proxy to attend the Option Scheme Meeting and vote in their place. A proxy need not be a Dominion Optionholder. A Dominion Optionholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. If proportions or numbers are not specified, each proxy may exercise half the Dominion Optionholder's votes. Fractions of votes will be disregarded. Appointing a proxy will not preclude a Dominion Optionholder from attending the Option Scheme Meeting in person and voting at the meeting instead of their proxy.

To appoint a proxy, Dominion Optionholders should complete the relevant section of the proxy form accompanying the Scheme Booklet. A proxy form can also be requested by contacting Registries Limited.

For the appointment of a proxy to be effective, the proxy form (together with any power of attorney or other authority under which the proxy form is signed or a certified copy of that power of attorney or authority) must be completed and received by no later than 10.00am (Sydney time) on Monday, 31 January 2011.

A proxy of a Dominion Optionholder should bring a copy of the proxy form (together with any power of attorney or other authority under which the proxy form is signed or a certified copy of that power of attorney or authority) to the Option Scheme Meeting to assist with admission to the Option Scheme Meeting.

- (9) **Lodgement of proxy forms:** A proxy form must be:

- posted to Registries Limited in the reply paid envelope provided or, if you are outside of Australia or do not otherwise use the reply paid envelope, to Registries Limited at:  
Share Registry – Registries Limited,  
GPO Box 3993,  
Sydney NSW 2001, Australia;
- or
- delivered in person to Registries Limited at:  
Share Registry – Registries Limited,  
Level 7, 207 Kent Street,  
Sydney NSW 2000;
- or
- successfully transmitted by facsimile to Registries Limited on +61 2 9290 9655; or
- posted, delivered or successfully transmitted by facsimile to the registered office of Dominion, so that it is received by no later than 10.00am (Sydney time) on Monday, 31 January 2011.

- (10) **Voting by attorney:** A Dominion Optionholder entitled to attend and vote may appoint an attorney to attend the Option Scheme Meeting and vote on their behalf. An attorney need not be a Dominion Optionholder.

The power of attorney, or a certified copy of the power of attorney, should be lodged with Registries Limited before the Option Scheme Meeting or brought to the Option Scheme Meeting.



# Dominion Mining Limited

**Dominion Mining Limited**

ABN 37 000 660 864

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760 (outside Australia)  
+61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**

Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

«NameAddress1»  
«NameAddress2»  
«NameAddress3»  
«NameAddress4»  
«NameAddress5»  
«NameAddress6»

**Your Address**

This is your address as it appears on the company's option register. If this is incorrect, please mark the box with an "X" and make the correction on the form. **Please note, you cannot change ownership of your options using this form.**

## YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE, IT MUST BE RECEIVED BEFORE 10.00am (Sydney time) on Monday, 31 January 2011.**

**Reference Number: «Reference»**  
**Please note, it is important you keep this confidential**

## TO VOTE AT THE OPTION SCHEME MEETING BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of proxy

Indicate here who you want to appoint as your proxy.

If you wish to appoint the Chairman of the Option Scheme Meeting as your proxy, you should mark the box in Step 1 on the reverse of this proxy form. If you wish to appoint someone other than the Chairman of the Option Scheme Meeting as your proxy, please write the full name of that individual or body corporate in the space provided in Step 1 on the reverse of this proxy form. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Option Scheme Meeting will be your proxy. A proxy need not be a securityholder of Dominion. Do not write the name of Dominion or the Dominion Optionholder in the space.

#### Appointment of a second proxy

You are entitled to appoint up to two proxies to attend the Option Scheme Meeting and vote on the poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning Registries Limited or you may copy this proxy form.

To appoint a second proxy, you must:

- (a) complete two proxy forms. On each proxy form state the percentage of your voting rights or the number of Dominion Options 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 in the same envelope.

### STEP 2 Voting directions to your proxy

You can tell your proxy how to vote.

To direct your proxy how to vote, place a mark in one of the boxes opposite the item of business in Step 2 on the reverse of this proxy form. All your Dominion Options 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 Dominion Options you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes, your proxy may vote as he or she chooses. If you mark more than one box, your vote will be invalid.

### STEP 3 Sign the Form

This proxy form **must** be signed as follows:

**Individual:** This proxy form is to be signed by the Dominion Optionholder; or

**Power of attorney:** To sign under a power of attorney, you must either have already lodged that power of attorney (or a certified copy of it) with the registry or you must attach a certified copy of the power of attorney to this proxy form when you return it.

### STEP 4 Lodgement of a proxy

This proxy form (and any power of attorney under which it is signed (or a certified copy)) must be received at an address given below not later than 10.00am (Sydney time) on Monday, 31 January 2011.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL -** Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001, Australia

**BY FAX -** + 61 2 9290 9655

**IN PERSON -** Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000

**TO DOMINION -** Posted, delivered or successfully transmitted by facsimile to the registered office of Dominion

### Attending the Option Scheme Meeting

If you wish to attend the Option Scheme Meeting, please bring this form with you to assist registration.

# Dominion Mining Limited

«NameAddress1»  
«NameAddress2»  
«NameAddress3»  
«NameAddress4»  
«NameAddress5»  
«NameAddress6»

# \* «InvestorId

## STEP 1 Appointment of proxy

I being a holder of options to acquire fully paid ordinary shares in **Dominion Mining Limited** and entitled to attend and vote hereby appoint:

the Chairman of the Option Scheme Meeting (mark with an "X") **OR**

If you are not appointing the Chairman of the Option Scheme Meeting as your proxy, please write here the full name of the individual (excluding the registered Dominion Optionholder) you are appointing as your proxy.

or failing the individual named, or if no individual is named, the Chairman of the Option Scheme Meeting, as my/our proxy at the **Option Scheme Meeting of Dominion Mining Limited to be held at the Metcalfe Auditorium, State Library of NSW, Macquarie Street, Sydney, New South Wales on Wednesday, 2 February 2011 at 11.15am (Sydney time) or as soon thereafter as the Share Scheme Meeting to be held on the same date is concluded** and at any adjournment of the Option Scheme Meeting, to act 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.

## STEP 2 Voting directions to your proxy – please mark to indicate your directions

Ordinary business		For	Against	Abstain*
Resolution	Approval of the option scheme of arrangement between Dominion Mining Limited and its optionholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Option Scheme Meeting intends to vote undirected proxies in favour of the above resolution.

\*If you mark the Abstain box, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majorities.

## STEP 3 PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Optionholder/Attorney

Contact Name .....

Contact Daytime Telephone ..... Date / /