

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

FACSIMILE
+61 2 9290 9655

Name and Address

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Your Address

☐

This is your address as it appears on the company's share register. If this is incorrect, please

- mark the box to the left with an "X";
- record your correct address to the right; and
- return this form to Boardroom Pty Ltd

Please note, you cannot change ownership of your securities using this form.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE THIS FORM MUST BE LODGED WITH BOARDROOM PTY LIMITED BEFORE 10.00 am SUNDAY 20 NOVEMBER 2011

TO VOTE 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 Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder 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. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this 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 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 your votes. Fractions of votes will be disregarded.
- 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 each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the security holders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this 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 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) must be received at an address given below so as to be received by Boardroom Pty Limited by **10:00 am Sydney time on Sunday 20 November 2011** being not less than 48 hours before the time for holding the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged with Boardroom Pty Limited:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you will be attending the AGM in person and exercising your voting rights at the meeting you do not need to lodge this proxy as described above. However, please bring this form with you to the meeting to assist registration.

Advanced Magnesium Limited

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Advanced Magnesium Limited** and entitled to attend and vote hereby appoint

☐	the Chairman of the Meeting (mark with an 'X')	OR	
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If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) 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 Meeting, as my/our proxy at the **Annual General Meeting of Advanced Magnesium Limited to be held the "Pinaroo 4" room Level 1 of the Grace Hotel 77 York Street (corner York and King Streets) Sydney NSW on Tuesday the 22 of November 2011 at 10:00am** and at any adjournment of that 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.

Important instructions for Resolution 2 :If the Chairman of the meeting is your proxy and you have not directed him/her how to vote on Resolution 2 the Chairman will be prevented from casting your votes on Resolution 2 If the Chairman is your proxy, in order for your votes to be counted on Resolution 2 you must direct your proxy how to vote on Resolution 2

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Financial Report and Directors' and Audit Report	☐	☐	☐
Resolution 2	Adoption of Remuneration Report	☐	☐	☐
Resolution 3	Election of Director – Mr Robert Shaw	☐	☐	☐
Resolution 4	Change of Company's name to Magontec Limited	☐	☐	☐
Resolution 5	Ratification of Previous Share Issue to Straits Mine Management Pty Ltd	☐	☐	☐
Resolution 6	Approval of Terms of Convertible Note Issued to Straits Mine Management Pty Ltd	☐	☐	☐
Resolution 7	Approval of Issue of Shares to the Underwriters of the Company's July 2011 Share Purchase Plan	☐	☐	☐
Resolution 8(a)	Approval of a Plan for the Issue of Securities to the Executives of the Company and its Wholly Owned Subsidiaries	☐	☐	☐
Resolution 8(b)	Approval of Issue of Securities to Executives of the Company and its Wholly Owned Subsidiaries	☐	☐	☐
Resolution 9	Approval of Issue of Shares to Chief Executive Officer of Henan Keweier Alloy Materials Co. Ltd - Mr Qiujian Sun	☐	☐	☐

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business other than in Resolution 2 where, in accordance with the Corporations Act, undirected votes will be treated as "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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions set out at "Step 3" on the front page to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011