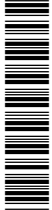


20 November 2012



┌ 000001 000 FML
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Focus Shareholder,

RETURN YOUR PROXY FORM; VOTE IN FAVOUR OF THE PLACEMENT AT A PREMIUM

We are now less than two weeks from the Focus Minerals Ltd (“Focus” or “Company”) Annual General Meeting (“AGM”) on 30 November 2012. Resolution 1 concerning the placement to Shandong Gold International Mining Corporation Limited (“Shandong Gold”) (the “Placement”) is the most significant proposal ever put to shareholders and your Board unanimously recommends that shareholders vote **FOR** the Placement, and each Director intends to vote all Focus shares they own or control in favour of the Placement, in both cases subject to there being no superior proposal and the Independent Expert not changing its view prior to the AGM. The Placement will raise approximately \$225 million through the issue of approximately 4.5 billion new fully paid ordinary Focus shares at 5 cents per share, which represents a strong premium to the market price.

The Explanatory Memorandum previously sent to shareholders contains all of the reasoning used by the Independent Expert appointed by the Company on your behalf to assist your deliberations. That Independent Expert has concluded that in the absence of a superior offer, the Placement is both **FAIR and REASONABLE**.

The Board and I believe that the full potential of Focus’s assets will only be unlocked with a significant influx of capital.

Significant investment is required to increase gold output and grade, to allow a significant reduction in operating costs. In the medium term this can only be achieved through our own processing facility at Laverton. At the same time, we need to be drilling ahead of our current mining plans to drive the business harder with regards to output right across the business.

The market for capital raisings is poor at the moment and has been for some time. A significant proportion of the Placement monies will be utilised to expand gold processing and for development and production drilling for the next 3 years to keep output levels well in advance of the current “hand to mouth” approach. A proportion of the Placement monies will also be used to aggressively explore areas of significant prospectivity established from current small scale exploration programmes. The balance of Placement monies will be required to cater for these expanded activities with attendant working capital needs.

In recent days I have had the opportunity to talk further with Shandong Gold in general about these matters and to talk about future views if they become the major shareholder. We also discussed that the current Board wanted Focus to move into making dividend payments sooner rather than later. It was pleasing that Shandong Gold expressed their support for establishing a dividend policy and working with the Company to seek to ensure the circumstances could be reached to pay dividends as soon as possible, taking into account the strong growth phase that we would move into, if able to invest the Placement funds as required.

Vote FOR the Placement

Your Board unanimously recommends that shareholders vote **FOR** the Placement, and each Director intends to vote all Focus shares they own or control in favour of the Placement, in both cases subject to there being no superior proposal and the Independent Expert not changing its view prior to the AGM. The Independent Expert has assessed the Placement as being Fair and Reasonable to shareholders, in the absence of a superior offer. The board considers that it is highly unlikely that a superior offer will emerge at this stage.

If you have not already done so, be a part of creating a very valuable company in your portfolio by **Returning Your Enclosed Proxy Form Now**. Voting YES to the first 4 Resolutions and NO to the 5th Resolution allows you to follow completely the recommendations of the Board who believe that this presents the best opportunity to see the value of the Company unlocked and a share price that reflects this.

The Explanatory Memorandum previously sent to all shareholders sets out all information relevant to your decision, and you should read it carefully and in its entirety.

If you cannot attend the AGM to vote in person then you can complete and return the **enclosed** proxy form by mail or fax.

Your proxy form needs to be received by no later than 10am (Perth time) on Wednesday, 28 November 2012. If you have any queries, please contact the Focus Information Line on 1800 850 191.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Don Taig', with a long, sweeping underline that extends to the right.

DON TAIG
Chairman

Lodge your vote:



By Mail:


Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 651 529
(outside Australia) +61 3 9415 4880



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Proxy Form

 For your vote to be effective it must be received by 10.00 am (Perth time) Wednesday, 28 November 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Default to the Chair of the Meeting

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

Proxy voting by key management personnel

If you intend to appoint a member of the key management personnel (other than the Chair) as your proxy, please ensure that you direct them how to vote on Resolutions 4 and 5 otherwise they will not be able to cast a vote as your proxy on those items.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report 24 hours a day, 7 days a week:

www.focusminerals.com.au

To review or update your securityholding

www.investorcentre.com

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Focus Minerals Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Focus Minerals Ltd be held at Duxton Hotel, 1 St Georges Terrace, Perth on Friday, 30 November 2012 at 10.00 am (Perth time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 & 5 (except where I/we have indicated a different voting intention below) even though Resolutions 4 & 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution with the exception of Resolution 5 where the Chairman of the Meeting will be voting against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 & 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Issue of Shares to Shandong Gold International Mining Corporation Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Director - Gerry Fahey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-Election of Director - Bruce McComish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the above Items 1-4.

The Chairman of the Meeting will be voting all available proxies AGAINST Item 5 below.

Resolution 5 Spill Resolution - Important Note: This Resolution will only be put to the Meeting if more than 25% of the votes validly cast on Resolution 4 are cast against that Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____