

APPOINTMENT OF PROXY FORM

 I/We _____
 (please print full name of Securityholder)

 of _____

 (please print full address of Securityholder)

being a member(s) of Monadelphous Group Limited hereby appoint:

 (please print full name)

 of _____

 (please print full address)

or failing the person named, or if no person 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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10am on 21 November 2006, and at any adjournment thereof.

The Chairman of the Meeting intends to vote undirected proxies in favour of the resolutions. Monadelphous encourages all shareholders who submit proxies to direct their proxy how to vote on the resolutions.

 Voting directions to your proxy - please insert to indicate your voting directions

	FOR	AGAINST	ABSTAIN
1. Election of Director: Re-election of Mr P. J. Dempsey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Fees to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of Remuneration Report for the year ended 30 June 2006 (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

 If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

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

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

 Individual / Sole Director /
 Company Secretary (Delete those
 not applicable)

 Individual / Director /
 Company Secretary (Delete those
 not applicable)

 Individual / Director /
 Company Secretary (Delete those
 not applicable)

 Contact name

 Contact daytime telephone number

 _____ / _____ / 2006
 Date

How to complete this Proxy Form**1. Your Name and Address**

This is your name and address as it appears on the Company's share register.

2. Appointment of a Proxy

If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. 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 Securityholder of the Company.

3. Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such 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, beside the respective resolution. If you do not mark any other boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item without indicating a percentage or number applicable to each box, your vote on those items will be invalid.

When voting rights are allocated using percentages, the percentages are applied to the securities appearing on the Company's share register at the lodgement deadline.

4. Appointment of a Second Proxy

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Monadelphous on (08) 9316 1255, or you may copy 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 your votes. Fractions of votes will be disregarded.
- (b) Return both forms together.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: Where the holding is in one name, the Securityholder must sign.
- Joint Holding: Where the holding is in more than one name, either Securityholder may sign.
- Trust: Where the holding is a Trust, the Trustee must sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the 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.
- Companies: Where the Company has a Sole Director who is also the Sole Company Secretary, that person must sign this form. 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 a Director must sign this form jointly with either another Director or a Company Secretary.

If a representative of the Corporate Security holder is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

6. Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10am on 19 November 2006, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged by:

Post:
The Company Secretary
Monadelphous Group Limited
PO Box 365
Applecross WA 6953

Deliver:
1 Sleat Road
Applecross WA 6153

Fax: (08) 9316 1950