



NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of members of Finders Resources Limited ABN 82 108 547 413 ("Company") will be held at Suite 901, Level 9, 60 Pitt Street, Sydney NSW 2000 on Wednesday, 16 April 2014, at 3.15pm Sydney time.

SPECIAL BUSINESS

RESOLUTION 1: RATIFICATION OF PREVIOUS SHARE ISSUES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue by the Company of 64,651,248 fully paid ordinary shares (Placement Shares) in the capital of the Company to Aterra Investments Limited, Provident Minerals Pte Ltd, PT Saratoga Investama Sedaya, Garibaldi Thohir and clients of Blackswan Equities Limited pursuant to the Company's announcements on 9 October 2013 and 20 December 2013."

By Order of the Board:

James Wentworth
Company Secretary

Wednesday, 12 March 2014

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

1. PROXIES AND VOTING RIGHTS

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- This appointment may specify the proportion or number of votes that the proxy may exercise.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

1.1. HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

Subject to any voting exclusions (see paragraph 1.2 below of the Notice), the Chairman of the meeting will vote available proxies on, and in favour of, the proposed resolution.

1.2. VOTING EXCLUSIONS

The Company will disregard any votes cast on Resolution 1 by:

- any person who was allotted Placement Shares; and
- any associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

1.3. LODGING YOUR PROXY

Proxies may be lodged by:

- posting or hand delivery to Finders Resources Limited, Suite 901, Level 9, 60 Pitt St Sydney NSW 2000; or
- facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540,

so that it is received not less than 24 hours before the time for holding the meeting.

1.4. LODGING YOUR POWER OF ATTORNEY

If a shareholder has appointed an attorney to attend and vote at the meeting, or if a proxy form is signed by an attorney, the power of attorney must likewise be received by:

- posting or hand delivery to Finders Resources Limited, Suite 901, Level 9, 60 Pitt St Sydney NSW 2000; or
- facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540

so that it is received not less than 24 hours before the time for holding the meeting.

1.5. CORPORATE REPRESENTATIVES

A shareholder who is a body corporate may appoint an individual as a representative to exercise the shareholder's voting rights at the General Meeting pursuant to section 250D of the Corporations Act 2001. Representatives will be required to present documentary evidence of their appointment on the day of the meeting.

1.6. DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that for the purposes of the General Meeting, shares will be taken to be held by those persons recorded on the Company's share register at 7.00pm (Sydney time) on 14th April 2014. Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the General Meeting.

In accordance with the Corporations Act 2001 for the resolutions to be effective:

- the resolutions must be passed at a General Meeting of which not less than 28 clear days written notice specifying the intention to propose the resolutions has been given (satisfied by this Notice); and
- in the case of ordinary resolutions must be passed by more than 50% of all the votes cast by shareholders of the Company present and entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).

On a show of hands every shareholder has one vote, and on a poll, every shareholder has one vote for each fully paid share.

2. EXPLANATORY STATEMENT

2.1. RESOLUTION 1: RATIFICATION OF PREVIOUS SHARE ISSUES

ASX Listing Rule 7.1 provides that, without approval of the shareholders, the Company must not issue or agree to issue more equity securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be such amount that would exceed 15% of the issued shares at the commencement of that 12 month period (subject to certain exemptions not relevant to the Company's present circumstances).

Although the issue of 64,651,248 Placement Shares was within the 15% prescribed limit when issued, shareholders approval was not obtained prior to the issue of those shares. However, ASX Listing Rule 7.4 treats the issue of those Placement Shares made without approval under ASX Listing Rule 7.1 as having been made with approval, for the purposes of ASX Listing Rule 7.1, if those issues did not breach ASX Listing Rule 7.1 and shareholders subsequently approve them. Those issues did not breach ASX Listing Rule 7.1.

The Company now seeks the ratification by shareholders of the issue of the Placement Shares, so as to 'refresh' the effect of ASX Listing Rule 7.1 on any further issues of securities in the next 12 months.

The directors unanimously recommend that shareholders vote in favour of the Resolution.

In accordance with ASX Listing Rule 7.5, the following information is provided:

ASX Listing Rule 7.5.1: Number of Shares: 64,651,248.

ASX Listing Rule 7.5.2: Issue Price: 9,095,692 Shares at 20 cents per Share and 55,555,556 Shares at 18 cents per Share.

ASX Listing Rule 7.5.3: Terms of the securities: the issued shares are fully paid ordinary shares and are on the same terms as existing fully paid ordinary shares in the Company.

ASX Listing Rule 7.5.4: Allottees (basis): The shares were issued to the following persons -

Name	Number of shares
Aterra Investments Limited	7,500,000
Provident Minerals Pte Ltd	638,277
PT Saratoga Investama Sedaya	638,277
Garibaldi Thohir	319,138
Blackswan Equities Limited clients	55,555,556
TOTAL	64,651,248

ASX Listing Rule 7.5.5: Use or intended use of the funds raised: The funds are being used to commence construction and the upgrade and restart of the existing demonstration plant at the Wetar Copper Project and for working capital.

ASX Listing Rule 7.5.6: A voting exclusion statement: A voting exclusion statement is included at paragraph 1.2 of this Notice.

PROXY FORM

I/We, _____

(name / address)

being a member/s of Finders Resources Limited ABN: 82 108 547 413 (Company) hereby appoint

(name / address)

or failing him or her the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held at Suite 901, Level 9, 60 Pitt Street, Sydney NSW 2000, on Wednesday, 16 April 2014 at 3.15pm Sydney time, and at any adjournment of that meeting.

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and 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 of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions. Votes cast by the Chairman of the Meeting for the resolutions other than as 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 Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions.

If you mark the Abstain box, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

This proxy is to be used in respect of all / _____% (number) of the Ordinary Shares I / we hold.

I/We instruct my/our proxy to vote as follows:

Voting directions to your proxy – please mark to indicate your directions

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

For Against Abstain

Resolution 1: Ratification of Previous Share Issues

Dated: _____ 2014

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Company Secretary

Instructions for Completing Proxy Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint a proxy to attend and vote on behalf of that member.
2. You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your 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 shares you wish to vote. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on one item, your vote on that item will be invalid.
3. A duly appointed proxy need not be a member of the Company. This form should be signed by the member. If a joint holding, either member may sign. If signed by the member's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the member's constitution and the Corporations Act 2001.
4. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act 2001. Section 127 of the Corporations Act 2001 provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.
5. For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act 2001, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
6. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
7. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
8. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:
 - posting or hand delivery to Finders Resources Limited, Suite 901, Level 9, 60 Pitt St Sydney NSW 2000; or
 - facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540,so that it is received not later than 24 hours before the time of holding the meeting.

Proxy forms received later than this time will be invalid.

9. Chapter 2C of the Corporations Act 2001 requires information about you as a member (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. You can access your personal information by contacting the Company at the address or telephone number shown on the Notice of Meeting.

APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001

_____ (*Insert name of Shareholder*)

(ABN/ACN/ARBN _____)

Hereby Authorises

_____ (*Insert name of appointee*)

- (*) 1. To act as the Company's representative at all General Meetings of Finders Resources Limited
ABN: 82 108 547 413.
- (*) 2. To act as the Company's Representative at the General Meeting to be held at 3.15pm Sydney time on
Wednesday, 16 April 2014 and any adjournment thereof.

Dated this _____ day of _____ 2014

Executed by the corporation in accordance with its Constitution/Section 127 of the
Corporations Act 2001 in the presence of:

(*) Director

(*) Sole Director & Sole Secretary

(*) Director/Secretary

Affix Common Seal here (optional)

(*) *Delete if not applicable*

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting as set out in the Notice of General Meeting which this appointment accompanies or handed in at the General Meeting when registering as a company representative. In either case, the authority will be retained by the Company.

