

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual 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 Thursday, 29 May 2014, at 3.45pm Sydney time.

ORDINARY BUSINESS	3
1. FINANCIAL REPORT	3
2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT	3
3. RESOLUTION 2: ELECTION OF DIRECTOR – MR GARY COMB	3
3. RESOLUTION 3: ELECTION OF DIRECTOR – MR BARRY CAHILL	3
4. RESOLUTION 4: ELECTION OF DIRECTOR – MR GAVIN CAUDLE	3
4. RESOLUTION 5: ELECTION OF DIRECTOR – MR GORDON GALT	3
3. RESOLUTION 6: ELECTION OF DIRECTOR – DR CHRISTOPHER FARMER	3
SPECIAL BUSINESS	4
5. RESOLUTION 7: APPROVAL OF 10% PLACEMENT FACILITY	4
PROXIES AND VOTING RIGHTS.....	5
EXPLANATORY STATEMENT	7
PROXY FORM	17
APPOINTMENT OF CORPORATE REPRESENTATIVE.....	21

This Notice of Annual 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.

BLANK PAGE

ORDINARY BUSINESS

1. FINANCIAL REPORT

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2013.

Note: There is no requirement for Shareholders to approve these reports.

The statutory annual report is available for members to access and download from www.findersresources.com.

If you would like to receive a hard copy of the statutory annual report free of charge, please contact Finders Resources Limited by telephoning 61 2 8084 1812.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and if thought fit to pass, with or without amendment, the following resolution as a non-binding resolution:

"That the Company adopt the Remuneration Report for the financial year ended 31 December 2013."

Notes:

- *This Resolution is advisory only and does not bind the Company or the directors.*

3. RESOLUTION 2: ELECTION OF DIRECTOR – MR GARY COMB

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

"That Mr Gary Ernest Comb, who was appointed a director of the Company since the last annual general meeting, retires in accordance with Rule 9.2 of the Company's constitution and being eligible and offering himself for re-election, be and is hereby elected as a director of the Company."

4. RESOLUTION 3: ELECTION OF DIRECTOR – MR BARRY CAHILL

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

"That Mr Barry John Cahill, who was appointed a director of the Company since the last annual general meeting, retires in accordance with Rule 9.2 of the Company's constitution and being eligible and offering himself for re-election, be and is hereby elected as a director of the Company."

5. RESOLUTION 4: ELECTION OF DIRECTOR – MR GAVIN CAUDLE

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

“That Mr Gavin Arnold Caudle, who was appointed a director of the Company since the last annual general meeting, retires in accordance with Rule 9.2 of the Company’s constitution and being eligible and offering himself for re-election, be and is hereby elected as a director of the Company.”

6. RESOLUTION 5: ELECTION OF DIRECTOR – MR GORDON GALT

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

“That Mr Gordon Galt, who was appointed a director of the Company since the last annual general meeting, retires in accordance with Rule 9.2 of the Company’s constitution and being eligible and offering himself for re-election, be and is hereby elected as a director of the Company.”

7. RESOLUTION 6: ELECTION OF DIRECTOR – DR CHRISTOPHER FARMER

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

“That Dr Christopher Ben Farmer, who retires by rotation in accordance with Rule 6.1 of the Company’s constitution and being eligible and offering himself for re-election, be and is hereby elected as a director of the Company.”

SPECIAL BUSINESS

8. RESOLUTION 7: APPROVAL OF 10% PLACEMENT FACILITY

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

“That for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.

By Order of the Board

James Wentworth
Company Secretary

24 April 2014

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 resolutions.

1.2. VOTING EXCLUSIONS

Resolution 1

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member; or
- as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member.

Resolution 7

The Company will disregard any votes cast on Resolution 7 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associates of those persons.

However, the Company need not disregard a vote cast on Resolutions 1 and 7 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 later than 24 hours before the time of 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. 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 27 May 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);
- 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); and
- in the case of special resolutions, must be passed by more than 75% 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. FINANCIAL REPORT

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2013 will be laid before the meeting. There is no requirement for Shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

2.2. REMUNERATION REPORT (RESOLUTION 1)

The Remuneration Report of the Company for the financial year ended 31 December 2013 is set out in the Company's 2013 Annual Report which is available on the Company's website www.findersresources.com.

The Remuneration Report sets out the Company's remuneration arrangements for Directors, the Managing Director and key management personnel. The Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors must stand for re-election. At the 2013 AGM, less than 25% of votes were cast against adoption of the remuneration report for the year ended 31 December 2012.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Remuneration Report). Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1 (Remuneration Report), unless the vote is cast by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

Key management personnel of the Consolidated Entity are the Directors, the Managing Director, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 31 December 2013. Their Closely Related Parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

2.3. ELECTION OF DIRECTORS (RESOLUTIONS 2 TO 6)

All the directors of the Company offer themselves for re-election.

Messrs Gary Comb, Barry Cahill, Gavin Caudle and Gordon Galt were appointed directors of the Company since the last annual general meeting. In accordance with Rule 9.2 of the Company's constitution, each of the directors hold office only until the termination of the next annual general meeting of the Company and is eligible for re-election at that annual general meeting. Each of the directors offers himself for re-election at the annual general meeting.

Dr Christopher Ben Farmer retires by rotation in accordance with Rule 6.1 of the Company's constitution and being eligible, offers himself for re-election.

Details of each director, including his qualifications and experience, are set out below.

<i>Gary E Comb</i>	—	<i>Non-Executive Chairman</i>
<i>(Appointed 3 June 2013)</i>		
Qualifications	—	BE(Mech), BSc, DipEd
Experience	—	Mr Comb has over 35 years experience in the mining industry, most recently as Managing Director of Jabiru Metals Ltd where he oversaw the acquisition, feasibility study and construction of the Jaguar copper/zinc mine in Western Australia as well as the successful sale of the company to Independence Group NL.
Interest in Shares	—	250,000 Ordinary Shares 7,500,000 Ordinary Shares under incentive plan
Special Responsibilities	—	Chairman of Remuneration and Nomination Committee
Other Listed Company Directorships	—	YTC Resources Limited Ironbark Zinc Limited
<i>Barry J Cahill</i>	—	<i>Managing Director</i>
<i>(Appointed 22 August 2013)</i>		
Qualifications	—	BE (Mining), MAusIMM, MAICD
Experience	—	Mr Cahill is a mining engineer with over 25 years experience in exploration, operational mining and management throughout Australia. He has extensive experience in the management of all facets of operating mines including regional exploration, resource drilling, underground and open pit mining, ore processing facilities, both as a mining contractor and an operator. He has also had particular experience in the management of project development and construction from initial exploration drilling phase right through to project funding and then onto project commissioning and development. Mr Cahill has been an executive director of a number of public companies including operations director of Perilya Limited, managing director of Australian Mines Limited and managing director of Norseman Gold Plc, a company listed on the London AIM market and the ASX. He is a member of the Australasian Institute of Mining & Metallurgy and a member of the Australian Institute of Company Directors.
Interest in Shares	—	3,000,000 Ordinary Shares under incentive plan

<i>Gavin A Caudle</i> <i>(Appointed 15 August 2013)</i>	—	<i>Non-Executive Director</i>
Qualifications	—	BCom, CA
Experience	—	Mr Caudle has over 20 years experience in the finance and investment sectors in Australia, Singapore and Indonesia. He was previously a partner in the Arthur Andersen Jakarta office and Country Head of the Investment Bank, Salomon Smith Barney, for Indonesia. Since 2003, together with his partners, Mr Caudle has developed numerous successful businesses including Tower Bersama Group (a telecommunications infrastructure business) and Provident Agro (a plantation business) with assets valued at more than \$1 billion.
Interest in Shares	—	71,320,666 Ordinary Shares
Special Responsibilities	—	Chairman of Audit Committee Member of Remuneration and Nomination Committee
Other Listed Company Directorships	—	Sihayo Gold Limited Sumatra Copper & Gold Plc
<i>Gordon T Galt</i> <i>(Appointed 22 August 2013)</i>	—	<i>Non-Executive Director</i>
Qualifications	—	BE (Mining)
Experience	—	Mr Galt is a mining engineer with over 40 years' experience. He is currently a Principal of Taurus Funds Management, Chairman of Delta SBD and Nucoal Resources and a Director of Aquila Resources. He was formerly Chairman of Discovery Metals Limited and Managing Director of Newcrest Mining Limited among other roles.
Special Responsibilities	—	Member of Audit Committee Member of Remuneration and Nomination Committee
Other Listed Company Directorships	—	Aquila Resources Limited Nucoal Resources Ltd Delta SBD Ltd US Master Holdings Ltd
<i>Christopher B Farmer</i> <i>(Appointed 30 March 2004)</i>	—	<i>Executive Director - Indonesia</i>
Qualifications	—	BSc (Hons) (University of Southampton), MBA (Ashridge), PhD (Royal School of Mines, Imperial College)
Experience	—	Dr Farmer has over 20 years of international experience in all aspects of exploration, with a strong emphasis on business development. He was Managing Director of the Company until 22 August 2013.
Interest in Shares	—	5,965,695 Ordinary Shares 1,500,000 Ordinary Shares under employee incentive plan

The directors, other than the director standing for election, recommend that shareholders vote in favour of Resolutions 2 to 6.

2.4. APPROVAL OF 10% PLACEMENT FACILITY (RESOLUTION 7)

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. Further information is set out in paragraph (c) below.

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The directors recommend that shareholders vote in favour of Resolution 7.

Description of Listing Rule 7.1A

- (a) Shareholder Approval
The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.
- (b) Equity Securities
Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing **quoted** class of Equity Securities of the Company.
- (c) Formula for calculating 10% Placement Facility
Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

- (ii) plus the number of partly paid shares that become fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under the Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Number of Shares on Issue

At the date of the Notice, the Company has a total of 566,994,184 Shares on issue.

Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price (VWAP) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which approval is obtained; or
- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main understanding),

or such longer period if allowed by ASX (10% Placement Period).

Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of options, only if the options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Number of Shares examples		Variables		
				50% decrease in Issue Price	Issue Price	100% Increase in Issue Price
	Issue price examples			\$0.085	\$0.17	\$0.34
Current Variable A		566,994,184	10% Voting Dilution	56,699,418	56,699,418	56,699,418
			Funds raised	\$4,819,451	\$9,638,901	\$19,277,802
50% increase in Current Variable A		850,491,276	10% Voting Dilution	85,049,127	85,049,127	85,049,127
			Funds raised	\$7,229,176	\$14,458,352	\$28,916,703
100% increase in Current Variable A		1,133,988,368	10% Voting Dilution	113,398,836	113,398,836	113,398,836
			Funds raised	\$9,638,901	\$19,277,802	\$38,555,604

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No options (including any options issued under the 10% Placement Facility) are exercised before the date of issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.17, being the closing price of the Shares on the ASX on 17 April 2014.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to allocate the funds towards additional working capital and development funding for the Wetar Copper Project.

The Company will comply with the disclosure obligations under the Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be vendors of the new resources assets or investments.

FINDERS RESOURCES LIMITED NOTICE OF ANNUAL GENERAL MEETING 29 MAY 2014

- (e) The Company obtained Shareholder approval under Listing Rule 7.1A at the last annual general meeting on 23 May 2013.
- (i) No shares have been issued under Listing Rule 7.1A.
- (j) The Company has issued the following Shares during the 12 months preceding the date of this meeting –

Issued to	Number	Issue price	Discount to market price	Total cash	Total cash spent*	Remaining cash*
Resource Capital Fund IV LP	23,531,612	\$0.17	-	\$3,882,716	\$3,882,716	-
Taurus Funds Management Pty Limited	31,375,482	\$0.17	-	\$5,176,955	\$5,176,955	-
Straits Engineering Holdings Pte Ltd	10,000,000	\$0.20	\$0.02	\$2,000,000	\$2,000,000	-
Aterra Investments Limited	7,500,000	\$0.20	-	\$1,500,000	\$1,500,000	-
Provident Minerals Pte Ltd	22,346,401	\$0.20	\$0.02	\$4,469,280	\$4,469,280	-
Pt Saratoga Investama Sedaya	22,346,401	\$0.20	\$0.02	\$4,469,280	\$4,469,280	-
Garibaldi Thohir	11,173,200	\$0.20	\$0.02	\$2,234,640	\$2,234,640	-
Blackswan Equities Limited clients	10,070,000	\$0.20	\$0.02	\$2,014,000	\$2,014,000	-
Blackswan Equities Limited clients	55,555,556	\$0.18	-	\$10,000,000	\$7,000,000	\$3,000,000
Gary Comb – Director incentive shares	3,875,000	-	-	-	-	-
Barry Cahill – Director incentive shares	3,000,000	-	-	-	-	-
Total	200,773,652			\$35,746,871		

*The cash raised was applied towards conversion of loans and interest payable on the loans and spent on the Wetar Copper Project, including the bankable feasibility review, upgrading and re-start of the demonstration solvent extraction-electrowinning plant, preparation for the development of the project and general working capital. The remaining cash will provide working capital for the continuing operations.

- (k) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

2.5. GLOSSARY

\$ means Australian dollars unless stated otherwise.

AGM or Annual General Meeting means the annual general meeting to commence 3.45pm Sydney time on 29 May 2014 and notified to the Shareholders by this Notice.

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time to time, and **Listing Rules** has a corresponding meaning.

ASX Settlement means ASX Settlement Pty Ltd ABN 49 008 504 532.

Board or Board of Directors means the board of Directors.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Finders Resources Limited ABN 82 108 547 413.

Consolidated Entity means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act 2001 means the Corporations Act 2001 (Commonwealth) as amended from time to time.

Directors mean the directors for the time being of the Company or the directors assembled as a board.

Directors' Report means the Company's directors' report for the year ended 31 December 2013, as required by the Corporations Act 2001.

End of Day means on any trading day, 7.00pm Sydney time or such other time as ASX Settlement may from time to time determine.

Equity Securities has the same meaning as in the ASX Listing Rules.

Explanatory Statement means the notes included in the Notice which convened this meeting.

Managing Director means any person appointed to perform the duties of managing director of the Company.

Notice means this notice of Annual General Meeting.

Remuneration Report means the remuneration report which forms part of the Directors' Report.

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** has a corresponding meaning.

Shareholder means shareholder of the Company and **Shareholders** has a corresponding meaning.

Trading Day means a day determined by the ASX to be a trading day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

BLANK PAGE

3. 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 Meeting¹ as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at Suite 901, Level 9, 60 Pitt Street, Sydney NSW 2000, on 29 May 2014, commencing at 3.45pm Sydney time, and at any adjournment of that meeting.

¹If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business. The Directors and other Key Management Personnel of the Consolidated Entity and their Closely Related Parties (see the Notice of Meeting and overleaf) will not cast any votes in respect of Resolution 1 (Remuneration Report) that arise from undirected proxies that they hold. The Chairman of the Meeting intends to vote all available proxies in favour of all Resolutions.

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.

I/we authorize the Chairman of the Meeting to vote on Resolution 1 in accordance with his/her intentions as set out in the Notice of Meeting and this form (except where I/we have indicated a different voting intention by marking the voting boxes). I/we acknowledge that the Chairman of the Meeting may exercise my/our proxy in relation to Resolution 1, even though Resolution 1 is connected directly or indirectly with the remuneration of members of Key Management Personnel of the Consolidated Entity.

If you do not mark this box and you do not direct the Chairman of the Meeting how to vote on Resolution 1, the Chairman of the Meeting will NOT cast any vote in respect of Resolution 1 that arise from undirected proxies.

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 vote will not be counted in computing the required majority on a poll.

FINDERS RESOURCES LIMITED NOTICE OF ANNUAL GENERAL MEETING 29 MAY 2014

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 (the resolutions are numbered as in the Notice of Annual General Meeting):

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as ordinary resolutions:	For	Against	Abstain
Resolution 1: Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Election of Director – Mr Gary Comb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Election of Director – Mr Barry Cahill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Election of Director – Mr Gavin Caudle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Election of Director – Mr Gordon Galt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Election of Director – Mr Christopher Farmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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. If the Chairman of the meeting or another of the key management personnel of the Company or their closely related parties is your proxy, that person will **not** vote your shares on Resolution 1 (Remuneration Report) if you have not directed them how to vote on that item. Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 31 December 2013. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.

10. 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 this form.

BLANK PAGE

4. APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001

_____ (ABN/ACN/ARBN
_____) (*Insert name of Shareholder/Body Corporate & 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 Annual General Meeting to be held on 29 May 2014 at 3.45pm Sydney time 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 Annual General Meeting which this appointment accompanies or handed in at the Annual General Meeting when registering as a company representative. In either case, the authority will be retained by the Company