



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 the Royal Automobile Club, ISC Room, Level 4, Macquarie Room, 89 Macquarie Street, Sydney NSW 2000, on Thursday 31st May 2012, commencing 11am Sydney time.

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Refer to the Explanatory Notes for further information on the proposed resolutions.

Date: 23rd April 2012

By order of the Board of Finders Resources Limited

Ian Morgan
Company Secretary

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ITEMS OF GENERAL BUSINESS

1. ACCOUNTS AND REPORTS

To receive and consider the financial statements and reports of the Company for the year ended 31st December 2011.

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 you can contact Finders Resources Limited by telephoning 61 2 8084 1812.

2. ADOPTION OF THE REMUNERATION REPORT

2.1. Resolution 1:

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 31st December 2011.

Notes:

- *This Resolution is advisory only and does not bind the Company or the directors.*
- *The directors 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.*
- *The Chairman of the meeting will **not** vote undirected proxies in favour of adopting the Remuneration Report.*
- *If 25% or more 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 Company's directors must go up for re-election.*

3. ELECTIONS OF DIRECTORS

3.1. Resolution 2:

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

That Russell Fountain, a director retiring from office and eligible to be re-elected, be and is hereby elected as a director of the Company.

Notes:

- *Mr Fountain has consented to be re-elected a director of the Company.*
- *The non-candidate directors unanimously support the re-election of Mr Fountain.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Fountain's re-election.*

3.2. Resolution 3:

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

That Stephen Lonergan, a director retiring from office and eligible to be re-elected, be and is hereby elected as a director of the Company.

Notes:

- *Mr Lonergan has consented to be re-elected a director of the Company.*
- *The non-candidate directors unanimously support the re-election of Mr Lonergan.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Lonergan's re-election.*

4. VOTING RIGHTS AND PROXIES

- 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.

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

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, except for resolution 1 (Remuneration Report). Any undirected proxies held by the Chairman will not be voted on Resolution 1 (Remuneration Report).

Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct him how to vote on Resolution 1 (Remuneration Report) if you want your shares to be voted on that item of business.

4.2. PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1 (REMUNERATION REPORT)

If you appoint the Chairman of the meeting as your proxy and do not direct him how to vote on Resolution 1 (Remuneration Report), he will not vote your proxy on that item of business. The same will apply if you appoint any other director of the Company, any other of its key management personnel or any of their closely related parties. 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 31st December 2011. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

4.3. VOTING EXCLUSIONS

Resolution 1

The Company will disregard any votes cast on Resolution 1 by directors and other key management personnel of the Company and their closely related parties.

4.4. LODGING YOUR PROXY

Proxies must be sent by:

- Hand delivery to the Company's registered office at Suite 901, Level 9, 60 Pitt Street Sydney NSW 2000; or
- Facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540,

so that it is received not later than 11am Sydney time, Tuesday 29th May 2012.

4.5. DATE FOR DETERMIING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set End of Day on Tuesday 29th May 2012 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

5. EXPLANATORY NOTES

5.1. FINANCIAL REPORTS

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 31st December 2011 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.

5.2. REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 31st December 2011 is set out in the Company's 2011 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 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 Company's directors must go up for re-election.

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).

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 31st December 2011. 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.

5.3. ELECTION OF DIRECTORS RETIRING BY ROTATION

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Rule 6.1 of the Company's constitution requires, at the annual general meeting in every year subsequent to the first annual general meeting, 1/3 of the directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding 1/3, retire from office but no director may retain office for more than 3 years without submitting himself or herself for re-election even though the submission results in more than 1/3 of the directors retiring from office.

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Rule 6.2 of the Company's constitution requires that the director or directors to retire at an annual general meeting other than the first annual general meeting are those who have been longest in office since their election.

Accordingly, Messrs Fountain and Lonergan are due to retire at the end of the meeting and offer themselves for re-election to the Board.

Russell J Fountain (appointed 30 th March 2004)	Non-Executive Chairman
Qualifications	BSc (University of Sydney), PhD (University of Sydney), FAIG
Experience	Dr Fountain has over 40 years of successful international experience in all aspects of mineral exploration, project feasibility and development of mining projects.
Interest in Shares and Options	7,505,277 Ordinary Shares
Special Responsibilities	Member of Remuneration Committee
Other Listed Company Directorships in last 3 years	Geopacific Resources NL (appointed 9 th May 2006)

Stephen J Lonergan (appointed 22 nd March 2005)	Independent Non-Executive Director
Qualifications	LLB (Hons) (Australian National University), LLM (McGill University)
Experience	Mr Lonergan is a commercial lawyer based in Sydney with more than 30 years of experience in the Australian and international mining industry, having been General Counsel of Pancontinental Mining Group, a partner at Baker & McKenzie Sydney, and General Counsel and Company Secretary of Savage Resources Limited and CBH Resources Limited. He is currently Executive Director – Commercial and Company Secretary of KBL Mining Limited.
Interest in Shares and Options	70,733 Ordinary Shares
Special Responsibilities	Member of Audit, Remuneration and Nomination Committees
Other Listed Company Directorships in last 3 years	Paradigm Metals Limited (appointed 18 th November 2003). KBL Mining Limited (appointed 23 rd November 2010)

5.4. GLOSSARY

- **AGM or Annual General Meeting** means the annual general meeting to commence 11am Sydney time on Thursday 31st May 2012 and notified to the Company's Shareholders by this Notice.
- **ASX Settlement** means ASX Settlement Pty Ltd ABN 49 008 504 532.
- **Board or Board of Directors** means the board of Directors of the Company.
- **Company** means Finders Resources Limited ABN 82 108 547 413.
- **Constitution** means the constitution of the Company, as amended from time to time.
- **Corporations Act 2001** means the Corporations Act 2001 (Commonwealth).
- **Directors' Report** means the Company's directors' report for the year ended 31st December 2011, 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.
- **Explanatory Notes** means the notes included in the Notice which convened this meeting.
- **Notice** means this notice of Annual General Meeting.
- **Remuneration Report** means the remuneration report which forms part of the Directors' Report.

5.5. REGISTERED OFFICE:

Finders Resources Limited ABN: 82 108 547 413
Suite 901, Level 9, 60 Pitt Street Sydney NSW 2000
Telephone: +61 2 8084 1812
www.findersresources.com



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 1 as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at the Royal Automobile Club, ISC Room, Level 4, Macquarie Room, 89 Macquarie Street, Sydney NSW 2000, on Thursday 31st May 2012, commencing at 11am Sydney time, and at any adjournment of that meeting.

1 If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business. The Chairman of the meeting, Directors and other key management personnel of the Company 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.

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.

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):

Table with 3 columns: For, Against, Abstain. Rows include Resolution 1 (To adopt the Remuneration Report), Resolution 2 (To elect Russell Fountain as a director of the Company), and Resolution 3 (To elect Stephen Lonergan as a director of the Company).

Dated: _____ 2012

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 31st December 2011. 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:
 - Hand delivery to the Company's registered office at Suite 901, Level 9, 60 Pitt Street Sydney NSW 2000; or
 - Facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540,

so that it is received not later than 11am Sydney time, Tuesday 29th May 2012.

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.



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 at 11am Sydney time on Thursday 31st May 2012 and any adjournment thereof.

Dated this _____ day of _____ 2012

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.

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