

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 Boardroom, Country Women’s Association of Western Australia, 1176 Hay Street, West Perth, WA 6005 on Thursday, 28 May 2015 at 10.00am Perth time.

ORDINARY BUSINESS	2
1. FINANCIAL REPORT	2
2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT	2
3. RESOLUTION 2: ELECTION OF DIRECTOR – MR GARY COMB	2
4. RESOLUTION 3: CHANGE OF AUDITOR.....	2
SPECIAL BUSINESS	2
5. RESOLUTION 4: APPROVAL OF 10% PLACEMENT FACILITY	2
PROXIES AND VOTING RIGHTS.....	3
EXPLANATORY STATEMENT	5

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.

ORDINARY BUSINESS

1. FINANCIAL REPORT

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2014.

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 adopts the Remuneration Report for the financial year ended 31 December 2014."

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, a Director retiring from office and eligible to be re-elected, be and is hereby elected as a Director of the Company."

4. RESOLUTION 3: CHANGE OF AUDITOR

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

"To appoint Ernst & Young as the Company's auditor to replace PricewaterhouseCoopers which has resigned effective at the date of this meeting. Ernst & Young, having been nominated for appointment has consented to act as auditor."

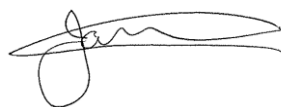
SPECIAL BUSINESS

5. RESOLUTION 4: 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 of 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
27 April 2015

PROXIES AND VOTING RIGHTS

1. APPOINTMENT

- 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.

2. 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.

3. 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 4

The Company will disregard any votes cast on Resolution 4 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 4 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.

4. 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 they are received not later than 24 hours before the time of holding the meeting.

5. 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 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.

6. CORPORATE REPRESENTATIVES

A Shareholder which 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 appointment on the day of the meeting.

7. DATE FOR DETERMIING 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 26 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.

EXPLANATORY STATEMENT

1. FINANCIAL REPORT

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2014 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. REMUNERATION REPORT (RESOLUTION 1)

The Remuneration Report of the Company for the financial year ended 31 December 2014 is set out in the Company's 2014 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 2014 AGM, less than 25% of votes were cast against adoption of the remuneration report for the year ended 31 December 2013.

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 2014. 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.

3. ELECTION OF DIRECTOR – MR GARY COMB (RESOLUTION 2)

Mr Gary Comb retires by rotation in accordance with Rule 6.1 of the Company's constitution and being eligible, offers himself for re-election.

Details of Mr Comb's qualifications and experience are set out below.

Gary E Comb (Appointed 3 June 2013)	—	Non-Executive Chairman
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	—	766,667 Ordinary Shares 7,500,000 Ordinary Shares under incentive plan
Special Responsibilities	—	Chairman of Remuneration and Nomination Committee, Member of the Audit Committee
Other Listed Company Directorships	—	Aurelia Metals Limited Ironbark Zinc Limited Zenith Minerals (resigned 7 June 2013)

The Directors, other than Mr Gary Comb, recommend that Shareholders vote in favour of Resolution 2.

4. CHANGE OF AUDITOR (RESOLUTION 3)

PricewaterhouseCoopers has been engaged as the Company's auditor since 2004. The Board believes that this is an appropriate time for the Company to review its audit arrangements. Further, the Company is in the process of relocating its head office from Sydney to Perth and a change to a Perth based auditor is therefore necessary. With this in mind the Company recently conducted a tender process for its audit. PricewaterhouseCoopers was included in the tender as were two other reputable audit firms.

Following this tender the Board has recommended that Ernst & Young be appointed as auditor.

The Company has received a resignation letter from PricewaterhouseCoopers as well as a consent to act from Ernst & Young. As required by section 328B(3) of the Corporations Act, a copy of the form for the nomination of Ernst & Young as the Company's auditors signed by Gary Comb is attached. The appointment of Ernst & Young as the Company's auditor is subject to ASIC consent.

The Directors recommend that Shareholders vote in favour of Resolution 3.

5. APPROVAL OF 10% PLACEMENT FACILITY (RESOLUTION 4)

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 4.

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 661,267,245 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 4 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	Current Market Price	100% Increase in Issue Price
			\$ 0.08	\$ 0.16	\$ 0.32
Current Variable A	661,267,245	10% Voting Dilution	66,126,724	66,126,724	66,126,724
		Funds raised	\$ 5,290,138	\$ 10,580,276	\$ 21,160,552
50% increase in Current Variable A	991,900,868	10% Voting Dilution	99,190,086	99,190,086	99,190,086
		Funds raised	\$ 7,935,207	\$ 15,870,414	\$ 31,740,828
100% increase in Current Variable A	1,322,534,490	10% Voting Dilution	132,253,449	132,253,449	132,253,449
		Funds raised	\$ 10,580,276	\$ 21,160,552	\$ 42,321,104

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 \$0.16, being the closing price of the Shares on the ASX on 14 April 2015.
- (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.

- (e) The Company obtained Shareholder approval under Listing Rule 7.1A at the last annual general meeting on 29 May 2014.
 - (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*
Rights Issue to Shareholders	37,800,061	\$0.14	\$0.05	\$5,300,000	\$5,300,000	\$5,300,000
Blackswan Equities Limited and Morgans Corporate Limited clients	71,430,000	\$0.14	\$0.01	\$10,000,000	\$9,900,000	\$100,000
ESOP Shares	1,632,667	\$0.19 - 0.35	Premium	-	-	-
Total	110,862,728					\$5,400,000

*The cash raised was applied towards operating and financing costs for the Wetar Copper Project and construction costs for the expansion to 28,000tpa. The remaining cash will provide working capital for the continuing operations.

- (f) 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.

6. GLOSSARY

\$ means Australian dollars unless stated otherwise.

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.

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.

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 2014, as required by the Corporations Act 2001.

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

Notice means this notice of Annual General Meeting.

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.

16 April 2015

The Secretary
Finders Resources Limited
Level 9, 60 Pitt Street
Sydney NSW 2000

Dear Mr Wentworth,

For the purposes of Section 328B(1) of the Corporations Act 2001, I, Gary Comb being a member of Finders Resources Limited hereby nominate Ernst & Young as auditor of the company at the Annual General Meeting to be held on 28 May 2015.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Gary Comb', with a long horizontal flourish extending to the right.

Gary Comb

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 28 May 2015 at 10.00am Perth time and any adjournment thereof.

Dated this _____ day of _____ 2015

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Perth time) on Wednesday 27 May 2015**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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




Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 24 hours before the commencement of the meeting, therefore by **10:00am (Perth time) on Wednesday, 27 May 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the following method:

 By Fax	+ 61 2 8068 2540
 By Mail	Finders Resources Limited Suite 901, Level 9 60 Pitt Street, SYDNEY NSW 2000
 In Person	Finders Resources Limited Suite 901, Level 9 60 Pitt Street, SYDNEY NSW 2000

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Finders Resources Limited

ABN 82 108 547 413

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Finders Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Boardroom, Country Women's Association of Western Australia, 1176 Hay Street, West Perth, WA 6005 on Thursday, 28 May 2015, at 10:00am (Perth Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If 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) 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 Chair 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 as your proxy in respect of resolution 1, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of resolution 1 and that votes cast by the Chair of the meeting for this resolution 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 Chair will not cast your votes on resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Gary Comb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% placement facility (special business)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015